

SYNGENTA AG  
Form 20-F  
March 16, 2005

**As filed with the Securities and Exchange Commission on March 16, 2005**

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## **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

FORM 20-F REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission file number: 1-15152

### **SYNGENTA AG**

(Exact name of Registrant as specified in its charter)

#### **SWITZERLAND**

(Jurisdiction of incorporation or organization)

**Schwarzwaldallee 215, 4058 Basel, Switzerland**

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class:

Name of each exchange on which registered:

**American Depositary Shares, each  
representing one-fifth of a common  
share of Syngenta AG, nominal value  
CHF 8.30 each**

**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of  
the close of the period covered by the annual report.

**112,564,584 Common shares, nominal value CHF 8.30 each**

## Edgar Filing: SYNGENTA AG - Form 20-F

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Yes**     **No**

Indicate by check mark which financial statement item the registrant has elected to follow:

**Item 17**     **Item 18**

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### Introduction

#### NATURE OF OPERATIONS

Syngenta AG (["Syngenta"], the ["Company"], ["we"] or ["us"]) is a world-leading agribusiness that is involved in the discovery, development, manufacture and marketing of a range of products designed to improve crop yields and food quality. In addition, Syngenta is a leader in ["Professional Products"], through the development of products for markets such as Seed Treatment, Turf and Ornamentals, Professional Pest Management, Vector Control and Public Health. Syngenta is headquartered in Basel, Switzerland and was formed by Novartis AG (["Novartis"]) and AstraZeneca PLC (["AstraZeneca"]) in November 2000 through an agreement to spin off and merge the Novartis crop protection and seeds businesses with the Zeneca agrochemicals business to create a dedicated agribusiness company whose shares were then the subject of a global offering (the ["Transactions"]).

The Transactions were completed on November 13, 2000 (the ["Transaction Date"]). In this annual report, for periods prior to November 13, 2000, we refer to the businesses contributed to Syngenta by Novartis as the ["Novartis agribusiness"] and we refer to the businesses contributed to Syngenta by AstraZeneca as the ["Zeneca agrochemicals business"].

#### PRESENTATION OF FINANCIAL AND OTHER INFORMATION

We have prepared our consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), together with a reconciliation of net income and equity to United States Generally Accepted Accounting Principles (US GAAP). The basis of preparation of the consolidated financial statements and the key accounting policies are discussed in Notes 1 and 2, respectively, of the consolidated financial statements. For a discussion of the significant differences between IFRS and US GAAP, see Note 33 of the consolidated financial statements.

The consolidated financial statements are presented in United States dollars, as this is the major currency in which revenues are denominated.

In this annual report, ["U.S. dollar"], or ["US\$"] means the currency of the United States. ["Swiss franc"] or ["CHF"] means the currency of Switzerland, ["British pounds sterling"], ["British pounds"], ["GBP"] and ["GB pounds"] means the currency of the United Kingdom; and ["euro"] or ["€"] means the euro, the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty establishing the European Community, as amended by the Treaty of the European Union. ["EU"] refers to the European Union; ["NAFTA"] refers to the countries party to the North American Free Trade Agreement (Canada, Mexico and the United States); and ["AME"] refers to Africa and the Middle East.

Certain terms mentioned in this annual report are registered in certain jurisdictions as our trademarks.

A body of generally accepted accounting principles such as US GAAP or IFRS is commonly referred to as "GAAP". A "non-GAAP financial measure" is generally defined by the United States Securities and Exchange Commission as one that purports to measure historical or future financial performance, financial position or cash flows but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measure. This report presents certain non-GAAP financial measures, primarily results excluding restructuring and impairment charges and comparative performance measured at constant exchange rates. In accordance with applicable rules and regulations, we have presented definitions and reconciliations of non-GAAP financial measures to the most comparable GAAP measures in Item 5 "Operating and Financial Review and Prospects" of this report. The non-GAAP financial measures described herein are not a substitute for GAAP measures, for which management has responsibility.

## FORWARD-LOOKING STATEMENTS

The statements contained in this annual report that are not historical facts, including, without limitation, statements regarding management's expectations, targets or intentions, including for sales, earnings, earnings per share and synergies, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, and are based on the current expectations and estimates of Syngenta's management. Investors are cautioned that such forward-looking statements involve risks and uncertainties, and that actual results may differ materially.

We identify the forward-looking statements in this annual report by using the words "will" or "would", or "anticipates", "believes", "expects", "intends" or similar expressions. We cannot guarantee that any of the events or trends anticipated by the forward-looking statements will actually occur. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among other things:

- the risk that research and development will not yield new products that achieve commercial success;
- the risks associated with increasing competition in the industry, especially during downturns in commodity crop prices;

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- the risk that we will not be able to obtain or maintain the necessary regulatory approvals for our business;
  - the risks associated with potential changes in policies of governments and international organizations;
  - the risks associated with exposure to liabilities resulting from environmental and health and safety laws;
  - the risk that important patents and other intellectual property rights may be challenged;
  - the risk of substantial product liability claims;
  - the risk that consumer resistance to genetically modified crops and organisms may negatively impact sales;
  - the risk that our crop protection business may be adversely affected by increased use of products derived from biotechnology;
  - the risks associated with climatic variations;

- the risk that customers will be unable to pay their debts to us due to local economic conditions;
- the risks associated with exposure to fluctuations in foreign currency exchange rates;
- the risks associated with entering into single-source supply arrangements;
- other risks and uncertainties that are difficult to predict.

Some of these factors are discussed in more detail herein, including under Item 3 [Key Information], Item 4 [Information on the Company], and Item 5 [Operating and Financial Review and Prospects]. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. Syngenta does not intend or assume any obligation to update these forward-looking statements.

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**PART I**

**ITEM 1 ☐ IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2 ☐ OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3 ☐ KEY INFORMATION**

**Financial Highlights**

Syngenta has prepared the consolidated financial statements in US dollars and in accordance with International Financial Reporting Standards (IFRS), together with a reconciliation of net income and equity to US Generally Accepted Accounting Principles (US GAAP). The basis of preparation of the consolidated financial statements and the key accounting policies are discussed in Notes 1 and 2, respectively, of the consolidated financial statements. For a discussion of the significant differences between IFRS and US GAAP, see Note 33 of the consolidated financial statements.

The selected financial information set out overleaf has been extracted from the consolidated financial statements of Syngenta or its predecessor. Investors should read the whole document and not rely on the summarized information.

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**Financial Highlights**

## Year ended December 31,

(US\$ million except where stated)	2004	2003 (adjusted)(3)	2002 (adjusted)(3)	2001 (adjusted)(3)	2000 (adjusted)(3)
<b>Amounts in accordance with IFRS (1)</b>					
<b>Income statement data</b>					
Sales	7,269	6,525	6,163	6,301	4,839
Cost of goods sold	(3,532)	(3,248)	(3,088)	(3,168)	(2,404)
Gross profit	3,737	3,277	3,075	3,133	2,435
Operating expenses	(3,196)	(2,756)	(2,865)	(2,780)	(1,462)
Operating income	541	521	210	353	973
Income/(loss) before taxes	466	382	(15)	97	887
Income/(loss) from continuing operations	536	248	(68)	25	556
<b>Net income/(loss) attributable to Syngenta AG shareholders</b>	<b>460</b>	<b>250</b>	<b>(65)</b>	<b>27</b>	<b>555</b>
Number of shares □ basic	105,208,929	101,682,672	101,541,119	101,400,583	74,103,761
□ diluted	106,015,369	101,799,899	101,586,435	101,400,583	74,103,761
<b>Basic earnings/(loss) per share</b>					
<b>From continuing operations</b>	<b>5.16</b>	<b>2.41</b>	<b>(0.71)</b>	<b>0.25</b>	<b>7.40</b>
<b>From discontinued operations</b>	<b>(0.79)</b>	<b>0.05</b>	<b>0.07</b>	<b>0.02</b>	<b>0.09</b>
<b>Total</b>	<b>4.37</b>	<b>2.46</b>	<b>(0.64)</b>	<b>0.27</b>	<b>7.49</b>
<b>Diluted earnings/(loss) per share</b>					
<b>From continuing operations</b>	<b>5.12</b>	<b>2.40</b>	<b>(0.71)</b>	<b>0.25</b>	<b>7.40</b>
<b>From discontinued operations</b>	<b>(0.78)</b>	<b>0.05</b>	<b>0.07</b>	<b>0.02</b>	<b>0.09</b>
<b>Total</b>	<b>4.34</b>	<b>2.45</b>	<b>(0.64)</b>	<b>0.27</b>	<b>7.49</b>
Cash dividends declared □					
CHF per share	□	0.85	0.80	□	□
□ US\$ per share equivalent	□	0.64	0.48		
Par value reduction □ CHF per share	1.70	□	□	□	□
□ US\$ per share equivalent	1.35	□	□	□	□

**Cash flow data from continuing operations**

Cash flow from operating activities	1,309	791	769	548	610
Cash flow from/(used for) investing activities	(686)	(232)	(254)	(122)	1,045
Cash flow from/(used for) financing activities	(679)	(630)	(602)	(868)	(968)
Capital expenditure on tangible fixed assets	(166)	(211)	(157)	(253)	(185)

**Balance sheet data**

Current assets less current liabilities	2,185	1,816	1,139	880	(213)
Total assets	12,008	10,968	10,526	10,709	11,815
Total non-current liabilities	(3,106)	(2,933)	(2,938)	(3,110)	(2,147)
Total liabilities	(6,330)	(5,845)	(6,096)	(6,550)	(7,504)
Share capital	525	667	667	667	667
Total shareholders' equity	5,658	5,056	4,350	4,086	4,210

**Other supplementary income data**

Diluted earnings/(loss) per share from continuing operations, excluding restructuring and impairment (2)	7.19	3.34	2.17	2.11	2.62
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**Amounts in accordance with US GAAP**

Sales	7,269	6,525	6,163	6,323	4,876
Net income/(loss) from continuing operations	429	247	(201)	(258)	172
Net income/(loss) attributable to Syngenta AG shareholders	352	250	(198)	(254)	171
Total assets (unaudited)	12,292	11,418	11,023	11,329	12,826
Total non-current liabilities (unaudited)	(3,391)	(3,141)	(3,133)	(3,300)	(2,621)
Total equity	5,648	4,202	4,536	4,418	4,820
Basic earnings/(loss) per share (4)					
From continuing operations	4.14	2.42	(2.01)	(2.52)	2.22
From discontinued operations	(0.79)	0.04	0.06	0.02	0.09
Diluted earnings/(loss) per share (4)					
From continuing operations	4.10	2.41	(2.01)	(2.52)	2.22
From discontinued operations	(0.78)	0.04	0.06	0.02	0.09

## Notes

- (1) Syngenta has prepared the consolidated financial statements in US dollars and in accordance with International Financial Reporting Standards (IFRS), together with a reconciliation of net income and equity to US Generally Accepted Accounting Principles (US GAAP). The basis of preparation of the consolidated financial statements and the key accounting policies are discussed in Notes 1 and 2, respectively, to the consolidated financial statements. For a discussion of the significant differences between IFRS and US GAAP, see Note 33 to the consolidated financial statements.

When reading the consolidated financial statements, the following needs to be considered. For accounting and financial purposes, the transactions forming Syngenta are treated as a purchase of Zeneca agrochemicals business by Novartis agribusiness with effect from November 13, 2000. As such, the consolidated financial statements do not include the financial results of Zeneca agrochemicals business prior to November 13, 2000, and are not indicative of the performance of Syngenta prior to this date. The basis of preparation for 2000 is explained further in Appendix A of Item 5.

- (2) Restructuring represents the effect on reported performance of initiating business changes which are considered major and which, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore require separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the effects of completing and integrating significant business combinations and divestments. Restructuring and impairment includes the impairment costs associated with major restructuring and also impairment losses and reversals of impairment losses resulting from major changes in the markets in which a reported segment operates. The incidence of these business changes may be periodic and the effect on reported performance of initiating them will vary from period to period. Because each such business change is different in nature and scope, there will be limited continuity in the detailed composition and size of the reported amounts which affect performance in successive periods. Separate disclosure of these amounts facilitates the understanding of underlying performance.

Restructuring and impairment charges for 2004, 2003 and 2002 are analyzed in Note 7 to the consolidated financial statements. Restructuring and impairment for 2001 represents the costs of integrating the separate Novartis agribusiness and Zeneca agrochemicals business legacy organizations and the announced closure of certain manufacturing sites and refocusing of other continuing manufacturing sites. Restructuring and impairment for 2000 consisted of US\$261 million of restructuring costs, US\$68 million of merger costs and US\$785 million of product divestment gains in connection with the transactions which formed Syngenta. A detailed reconciliation of net income and earnings per share before restructuring and impairment to net income and earnings per share according to IFRS is given in Appendix A of Item 5.

- (3) The International Accounting Standards Board issued several new or revised accounting standards between December 2003 and March 2004. These standards are mandatory for Syngenta as from January 1, 2005. Wherever practicable, Syngenta has adopted these standards early as from January 1, 2004. Notes 2 and 34 to the consolidated financial statements contain a full description of the changes. Where relevant, the comparative information in the financial highlights has been adjusted to reflect the new presentation.
- (4) The number of shares used to calculate the US GAAP earnings per share is the same as that used under IFRS.

## Risk Factors

Syngenta's business, financial condition or results of operations could suffer material adverse effects due to any of the following risks. We have described below the risks that we consider material. Additional risks not known to us or that we now consider immaterial may also impair our business operations.

### **The Resources Syngenta Devotes to Research and Development May Not Result in Commercially Viable Products**

Syngenta's success depends in part on its ability to develop new products. Research and development in the agribusiness industry is expensive and prolonged, and entails considerable uncertainty. The process of developing a novel crop protection product, plant variety or trait typically takes about six to ten years from discovery through testing and registration to initial product launch, but this period varies considerably from product to product and country to country. Because of the complexities and uncertainties associated with chemical and biotechnological research, compounds or biotechnological products currently under development may neither survive the development process nor ultimately receive the requisite regulatory approvals needed to market such products. Even when such approvals are obtained, there can be no assurance that a new product will be commercially successful. In addition, research undertaken by competitors may lead to the launch of competing or improved products which may affect sales of Syngenta's new products.

### **Syngenta Faces Increasing Competition in Its Industry, Especially During Downturns in Commodity Crop Prices**

Syngenta currently faces significant competition in the markets in which it operates. In most segments of the market, the number of products available to the grower is steadily increasing as new products are introduced, although this trend has recently been slowed as some products are withdrawn because they are not re-registered or are subject to voluntary programmes to reduce the range of products offered. At the same time, an increasing number of products are coming off patent and are thus available to generic manufacturers for production. As a result, Syngenta anticipates that it will continue to face significant competitive challenges.

Movements in commodity crop prices can affect Syngenta's results. This can result not only in reduced sales, but also in competitive price pressure in certain of our markets, particularly when commodity crop prices are depressed, as has been the case in recent years. These fluctuations may negatively impact Syngenta's business or results of operations in the future.

### **Syngenta May Not Be Able to Obtain or Maintain the Necessary Regulatory Approvals for Some of Its Products, and This Would Restrict Its Ability to Sell Those Products in Some Markets**

Syngenta's products must receive regulatory approval before they can be marketed, but Syngenta may not be able to obtain such approvals. In most markets, including the United States and the EU, crop protection products must be registered after being tested for safety, efficacy and environmental impact. In most of Syngenta's principal markets, after a period of time, Syngenta must also re-register its crop protection products and show that they meet all current standards, which may have become more stringent since the prior registration. For seeds products, in the EU, a new plant variety will be registered only after it has been shown that it is distinct, uniform, stable, and better than existing varieties.

Regulatory standards and trial procedures are continuously changing. Responding to these changes and meeting existing and new requirements may be costly and burdensome. In addition, changing regulatory standards may affect Syngenta's ability to maintain its products on the market.

### **Changes in the Agricultural Policies of Governments and International Organizations May Prove Unfavorable**

In subsidized markets such as the United States, EU and Japan, reduction of subsidies to growers may inhibit the growth of crop protection and seeds markets. In each of these areas there are various pressures to reduce subsidies. However, it is difficult to predict accurately whether and when such changes will occur. We expect that the policies of governments and international organizations will continue to affect the operating results of the agribusiness industry, and accordingly the income available to growers to purchase crop protection and seeds products.

### **Syngenta Is Subject to Stringent Environmental, and Health and Safety Laws, Regulations and Standards Which Can Result in Compliance Costs and Remediation Efforts That May Adversely Affect Its Operational and Financial Position**

Syngenta is subject to a broad range of increasingly stringent laws, regulations and standards in all of its operational jurisdictions. This results in significant compliance costs and can expose it to legal liability. These

requirements are comprehensive and cover many activities including: air emissions, waste water discharges, the use and handling of hazardous materials, waste disposal practices, the clean-up of existing environmental contamination and the use of chemicals by growers.

Environmental and health and safety laws, regulations and standards expose Syngenta to the risk of substantial costs and liabilities, including liabilities associated with assets that have been sold and activities that have been discontinued. In addition, many of our manufacturing sites have a long history of industrial use. As is typical for businesses like Syngenta's, soil and groundwater contamination has occurred in the past at some sites, and may be identified at other sites in the future. Disposal of

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waste from our business at off-site locations also exposes Syngenta to potential remediation costs. Consistent with past practice Syngenta is continuing to investigate and remediate, or monitor soil and groundwater contamination at a number of these sites. Despite our efforts to comply with environmental laws, Syngenta may face remediation liabilities and legal proceedings concerning environmental matters.

Based on information presently available, Syngenta has budgeted expenditures for environmental improvement projects and has established provisions for known environmental remediation liabilities that are probable and capable of estimation. However, it cannot predict environmental matters with certainty, and the budgeted amounts and established provisions may not be adequate for all purposes. In addition, the development or discovery of new facts, events, circumstances, changes in law or conditions, including future decisions to close plants which may trigger remediation liabilities, could result in increased costs and liabilities or prevent or restrict some of Syngenta's operations.

### **Third Parties May Challenge Some of Syngenta's Intellectual Property Rights or Assert That Syngenta Has Infringed Theirs**

Scientific and technological innovation is critical to the long-term success of our businesses. However, third parties may challenge the measures that Syngenta takes to protect processes, compounds, organisms and methods of use through patents and other intellectual property rights and, as a result, our products may not always have the full benefit of intellectual property rights.

Third parties may also assert that Syngenta's products violate their intellectual property rights. As the number of biotechnological products used in agriculture increases and the functionality of these products further overlap, Syngenta believes that it may continue to be subject to infringement claims. Even claims without merit are time-consuming and expensive to defend. As a result of these claims, Syngenta could be required to enter into license arrangements, develop non-infringing products or engage in litigation that could be costly.

### **Syngenta May Be Required to Pay Substantial Damages as a Result of Product Liability Claims for Which Insurance Coverage is Not Available**

Product liability claims are a commercial risk for Syngenta, particularly as we are involved in the supply of chemical products which can be harmful to humans and the environment. Courts have levied substantial damages in the United States and elsewhere against a number of crop protection and seeds companies in past years based upon claims for injuries allegedly caused by the use of their products. While we have a global insurance program in place, a substantial product liability claim that is not covered by insurance could have a material adverse effect on Syngenta's operating results or financial condition.

### **Consumer and Government Resistance to Genetically Modified Organisms May Negatively Affect Syngenta's Public Image and Reduce Sales**

Syngenta is active in the field of genetically modified organisms in the seeds area and in biotechnology research and development in seeds and crop protection, with a current focus on North and South America. However, the high public profile of biotechnology and lack of consumer acceptance of products to which Syngenta has devoted substantial resources could negatively affect its public image and results. The current resistance from consumer groups, particularly in Europe, to products based on genetically modified organisms because of concerns over their effects on food safety and the environment, may spread to and influence the acceptance of products developed through biotechnology in other regions of the world, which could limit the commercial opportunities to exploit biotechnology. In addition, some government authorities have enacted and others in the future might enact regulations regarding genetically modified organisms which may delay and limit or even prohibit the development and sale of such products.

**Syngenta's Crop Protection Business May Be Adversely Affected by Increased Use of Products Derived Through Biotechnology**

The adoption of the products derived through biotechnology could have a negative impact on areas of Syngenta's traditional crop protection business. This may not be offset, in whole or in part, by the opportunities presented to our seeds and plant science businesses, which are more actively pursuing products and traits developed through biotechnology. Crop protection accounted for 83% of sales in 2004, whereas seeds accounted for 17% of sales. The area of Syngenta's crop protection business where genetically modified seeds have had the largest adverse impact to date is that of selective herbicides for use on oilseed crops, although genetically modified seeds' impact on the crop protection markets in corn and cotton is also significant and growing.

**Syngenta's Results May Be Affected by Climatic Variations**

The agribusiness industry is subject to seasonal and weather factors, which make its operations relatively unpredictable. The weather can affect the presence of disease and pests in the short term on a regional basis, and accordingly can affect the demand for crop protection products and the mix of products used (positively or negatively).

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**Syngenta's Customers May Be Unable to Pay Their Debts to Syngenta Due to Local Economic Conditions**

Normally Syngenta delivers its products against future payment. Syngenta's credit terms vary according to local market practice, but for Europe and NAFTA our credit terms usually range from 30 to 180 days. However, Syngenta's customers, particularly in developing economies such as Latin America, may be exposed to downturns which may impact their ability to pay their debts, which could adversely affect our results.

**Currency Fluctuations May Have a Harmful Impact on Syngenta's Financial Results or May Increase Its Liabilities**

Syngenta reports its results in US dollars; however a substantial portion of our sales and product costs is denominated in currencies other than the US dollar. Fluctuations in the values of these currencies, especially in the US dollar against the Swiss franc, British pound and euro, can have a material impact on our financial results.

**Syngenta Maintains a Single Supplier for Some Raw Materials, Which May Affect Its Ability to Obtain Sufficient Amounts of Those Materials**

While Syngenta generally maintains multiple sources of supply and obtains supplies of raw materials from a number of countries, there are a limited number of instances where Syngenta has entered into single-source supply contracts or where Syngenta routinely makes spot purchases from a single supplier in respect of active

ingredients, intermediates or raw materials for certain important products where there is no viable alternative source or where there is sufficient commercial benefit and security of supply can be assured. Such single supplier arrangements account for approximately 20% of our purchases of active ingredients, intermediates and raw materials, as determined by cost. Syngenta cannot assure you that its ability to obtain sufficient amounts of those materials will not be adversely affected by unforeseen developments that would cause it to lose a supplier without notice.

### **Syngenta's Share Price May Be Volatile and Subject to Sudden and Significant Drops**

The trading price of Syngenta shares and ADRs has been, and could in the future continue to be, subject to significant fluctuations in response to variations in Syngenta's financial performance, regulatory and business conditions in its industry, general economic trends and other factors, some of which are unrelated to the operating performance of Syngenta.

### **If You Hold Syngenta ADRs It May Be More Difficult for You to Exercise Your Rights**

The rights of holders of Syngenta ADRs are governed by the deposit agreement between Syngenta and The Bank of New York.

These rights are different from those of holders of Syngenta shares, including with respect to the receipt of information, the receipt of dividends or other distributions, the exercise of voting rights and attending shareholders' meetings. As a result, it may be more difficult for you to exercise those rights.

## **ITEM 4 □ INFORMATION ON THE COMPANY**

### **History and Development of the Company**

#### **The Company**

Syngenta AG was formed in November 1999 under the laws of Switzerland and became a public company in November 2000. Syngenta is domiciled in and governed by the laws of Switzerland. It has its registered office and principal business office at Schwarzwaldallee 215, 4058 Basel, Switzerland. The telephone number of Syngenta is 41-61-323-1111. Syngenta's registered agent for service of process in the United States is CT Corporation System. CT Corporation System's address is 111 Eighth Avenue, New York, New York 10011, United States.

Syngenta was created by Novartis AG and AstraZeneca PLC in November 2000 through an agreement to spin off and merge the Novartis agribusiness and the Zeneca agrochemicals business to create a dedicated agribusiness company whose shares were then the subject of a global offering (the "Transactions").

As at December 31, 2004, the company is listed on the Swiss Stock Exchange (SWX) under the symbol SYNN and the New York Stock Exchange under the symbol SYT. Syngenta de-listed its shares from the London Stock Exchange and the Stockholm Stock Exchange as of December 30, 2003 due to the low level of trading on these exchanges. The shares were listed on these two stock exchanges at the time of Syngenta's floatation to reflect the shareholder base of the two legacy companies.

Prior to the Transactions, Novartis agribusiness was a leading supplier of crop protection products and seeds. Novartis agribusiness operated in more than 120 countries worldwide and employed approximately 15,500 permanent employees at the time of the Transactions. Novartis agribusiness had US\$4,678 million in sales in 1999, making it the world's second largest agribusiness company. Its parent company, Novartis AG, was created by the merger of Sandoz AG ("Sandoz") and Ciba-Geigy AG ("Ciba-Geigy") in December 1996. Through this merger, Sandoz's and Ciba-Geigy's seed and crop protection businesses,

which had existed since the 1930s, became Novartis agribusiness. Novartis agribusiness subsequently enlarged its portfolio and geographic reach through acquisitions.

Zeneca agrochemicals business was one of the world's leading suppliers of crop protection products in terms of sales prior to the Transactions. Its sales in 1999 totaled US\$2,657 million. Zeneca agrochemicals business operated in more than 120 countries worldwide and employed approximately 8,300 people at December 31, 1999. Zeneca agrochemicals business was demerged from ICI PLC in 1993, together with the pharmaceuticals and specialty chemicals businesses. ICI had originally entered the agrochemicals market in the 1930s.

### **The Demergers and Combinations to Form Syngenta**

The boards of directors of Novartis and AstraZeneca announced on December 2, 1999 that they had unanimously agreed to spin-off and merge Novartis agribusiness and Zeneca agrochemicals business. These transactions were effected by means of the demerger of Novartis agribusiness and Zeneca agrochemicals business from the remaining businesses of Novartis and AstraZeneca, respectively, and the combination of Novartis agribusiness and Zeneca agrochemicals business into Syngenta, subject to the conditions and further terms described in this annual report below under Item 10 "Additional Information" Material Contracts.

### **Regulatory Approval**

The required waiting period for completion of the Transactions under the United States Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, ended on November 1, 2000. Novartis and AstraZeneca divested certain businesses, principally acetochlor-based products which are sold under a number of trade names, including Surpass®, and the businesses associated with the strobilurin fungicide product line Flint®, which comprises the range of products based on the chemical trifloxystrobin and includes the brands Flint®/Stratego®/Twist®/Sphere®/Agora® and Rombus®. The FTC provisionally approved an Agreement Containing Consent Orders including these divestitures and the Transactions as of November 1, 2000 and Syngenta was formed on November 13, 2000. The FTC gave final approval to the Agreement Containing Consent Orders as of December 22, 2000.

In addition, Novartis and AstraZeneca were required, prior to completing the Transactions, to obtain approval from the European Commission. Following discussions with the European Commission, Novartis and AstraZeneca offered commitments to the European Commission to divest some businesses, principally businesses associated with the strobilurin fungicide product line Flint® and acetochlor-based product ranges which were also sold to obtain FTC approval. On the basis of these commitments the European Commission approved the Transactions on July 26, 2000. The parties fulfilled their commitments in December 2001.

### **Possible Retroactive Tax Consequences of the Transactions for Syngenta**

#### *Switzerland*

Under the terms of the Swiss tax rulings obtained by Novartis and granted by the Swiss Federal and certain Cantonal Tax Administrations, certain transactions in connection with the demergers and combinations qualified as tax-privileged transactions under Swiss tax laws provided the transactions are effected in a manner consistent with the ruling.

#### Corporate Income and Real Estate Taxes

Novartis confirmed to the Swiss Federal and Cantonal Tax Administrations that the demerger of Novartis agribusiness was not being made with the intention to sell Novartis agribusiness to a third party, and that no plan existed to concentrate the majority of the Syngenta shares in the hands of a single shareholder or related group of shareholders. If, however, such a concentration were to occur within five years from the date of the demerger, the Swiss Federal and Cantonal Tax Administration might revoke the benefits of the tax privileged transactions and assess corporate income and real estate gains taxes on the excess of the fair market value over the tax value of the transferred Novartis agribusiness determined as of the date of the transfer (real estate gains taxes would only be levied on real estate involved in the transaction). Furthermore, the transfers of real estate assets would be

subject to real estate transfer taxes. Corporate and real estate gains and additional real estate transfer taxes might also be due if Syngenta were to dispose of voting rights of certain Swiss subsidiary companies which were involved in tax-free transactions for Swiss corporate income, Swiss real estate gains or transfer tax purposes in the course of the separation of Novartis agribusiness. Under the terms of the tax rulings, Syngenta would have to bear the corporate income and real estate gains taxes so assessed.

However, should the majority of Syngenta shares be transferred in the course of another tax privileged transaction (e.g., a merger) taking place within the five-year blocking period, the retroactive taxation would not be triggered if certain conditions are fulfilled.

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### Stamp Duty

If a shareholder or a group of shareholders acting in concert were to acquire, directly or indirectly, more than one third of the voting rights of either Syngenta or a subsidiary of Syngenta which has been involved in tax-free transactions for Swiss stamp duty purposes within five years of the completion of the Transactions, then Syngenta or such other subsidiary would have to pay Swiss stamp duty in the amount of 1% of the fair market value of the issued shares as at the date of the completion of the Transactions. If, however, more than one third of the voting rights of such company were transferred in the course of another tax-privileged transaction (e.g., a merger) taking place within the five-year blocking period, such retroactive taxation would not be triggered.

The possible adverse tax consequences to Syngenta described above may discourage future transactions involving a change in control of Syngenta.

Under the tax deed between Syngenta and Novartis, Syngenta has agreed with Novartis to be liable, subject to certain limitations, for the payment of all Swiss withholding or other Swiss taxes and duties arising out of or that are connected to Novartis agribusiness whether such taxes become due prior to or after the completion of the Transactions.

### *United States*

Under Section 355(e) of the United States Internal Revenue Code, Novartis may be held liable for United States federal income tax in respect of its distribution of Novartis Agribusiness Holding Inc. if shareholders of Novartis fail to continue to own, indirectly through their ownership of Syngenta shares or ADRs, more than 50% of the stock of Novartis Agribusiness Holding Inc., and such failure is attributable to a plan found to exist as of the time of such distribution.

In this regard, under the terms of the tax deed entered into between Syngenta and Novartis, Syngenta was prevented from substantially changing its shareholder base for at least two years after the completion of the Transactions, which period ended in 2002. In the event that Syngenta did take any such actions, it would be required, under the terms of the tax deed with Novartis, to indemnify Novartis for any resulting tax liabilities incurred under United States federal income tax law. This indemnity would cover, in particular, any United States federal income tax liability incurred by Novartis if such actions caused the demerger of the Novartis agribusiness to no longer be treated as a tax-free spin-off for United States federal income tax purposes. See Item 10 [Additional Information](#) [Material Contracts](#) [The Separation Agreements](#) [Tax Deed](#).

### **Investments and Divestments**

#### ***Investments***

In 2004, Syngenta made a number of investments to strengthen its Seeds Field Crops business in the North American corn and soybean markets. These investments included corn germplasm, breeding materials and inbreds from the U.S. based company CHS Research LLC, acquisition of a 90% stake in the Golden Harvest® "family" of companies for US\$154 million net of cash in the acquired companies, the acquisition of 90% of the North American corn, soybean and wheat business of Advanta BV for US\$325 million net of cash in the acquired companies, and purchase of glyphosate tolerance technology for corn (GA21) from Bayer CropScience. Syngenta also purchased the remaining 67% of the outstanding shares of Dia-Engei, a Japanese flower seed company. In 2003, Syngenta acquired additional shares in the publicly listed subsidiary Syngenta India Limited, increasing Syngenta's shareholding to 84% from 51% at a cost of US\$29 million. In another transaction, Syngenta granted an exclusive, royalty-free perpetual license for certain intellectual property for use in the pharmaceutical field to Diversa Corporation in exchange for stock and warrants representing 14% and 3% respectively of Diversa's then outstanding stock pro forma for the equity issuances. Syngenta also entered into a minimum five year research collaboration agreement with Diversa as part of this transaction. In 2002 payment of US\$120 million was made to obtain worldwide, exclusive rights to the insecticide thiamethoxam.

### **Divestments**

On September 30, 2004, Syngenta sold its 75% interest in its sulphur and chlorine-based chemical intermediates business, SF-Chem AG, to a private equity buyer for US\$46 million. This business was previously shown as part of the Crop Protection segment, and has now been presented as a discontinued operation in the consolidated income statement and segmental results. This transaction is further described in Note 3 to the consolidated financial statements. There were no major business or product divestments in 2002 or 2003.

### **Syngenta's Strategy**

Syngenta's goal is to create value for its shareholders by being the leading provider of innovative products and solutions to growers and the food and feed chain.

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There are five principal components to Syngenta's strategy to achieve this goal:

#### ***Capitalize on the Strengths of Syngenta's Global Crop Protection and Seeds Businesses***

One of Syngenta's key strengths is its broad base of strong, profitable products in its two main divisions: crop protection and seeds. Syngenta builds on these strengths by continuing to manage crop protection and seeds as independent divisions with strong management focus and accountability, while applying common systems and performance measures to achieve the transparency necessary to meet corporate expectations. Wherever appropriate Syngenta looks for opportunities to capture synergies across these two divisions, primarily in research and development and marketing and support services.

#### ***Actively Manage the Product Portfolio, Focus on Growers' Needs and the Demands of the Entire Feed and Food Chain, and Deliver Increasingly Tailored Local Solutions***

Syngenta seeks to balance the global management of strong individual products and local customization to meet growers' needs by:

- ◆ *Focusing on a core range of products tailored for local needs*

We direct our development activities principally to a core range of global products in an optimized array of formulations adapted to meet local needs, while rationalizing non-core products over time. This continues to drive sales while exploiting operational efficiencies.

◆ *Meeting the demands of growers and the downstream food and feed chain*

Growers need products that will help them meet the increasing demands for more affordable, healthier, higher quality foods and feeds. These range from generalized demands from consumers to specific demands from processors and retailers that appear as recommendations, lists and protocols for qualifying inputs. Accordingly, a key element of our strategy is to ensure that we fully understand the diverse needs and expectations of these customer segments which vary by region, crop and crop destination, and furthermore help meet these needs and expectations with practical, sustainable solutions. Syngenta intends to accomplish this by focusing its global marketing and distribution network to deliver the highest quality service and support and to build deep, lasting relationships with these customer segments. This understanding drives our development effort and research targeting.

◆ *Providing tailored solutions*

We offer value-adding solutions tailored to local customer needs. Growers are increasingly requiring integrated solutions for their needs. They want a range of products and service offerings and combinations developed specifically for their crop and seed technology requirements. Accordingly, tailored solutions are often highly localized. These solutions include crop protection products, seeds, diagnostic testing, field services, performance assurances, information support and e-business tools. We believe we are positioned to be the leading supplier of these tailored solutions given our product breadth and marketing reach.

◆ *Sustaining and developing strong and long-standing relationships with its major channel partners in all territories worldwide*

Technological, social and economic drivers are creating new distribution options and changing historic patterns of influence in the markets. Syngenta works closely with its channel partners to understand these influences. We will seek to develop our relationships in order to position Syngenta for these changes while pursuing a strategy of deepening our understanding of the needs of growers and the downstream food and feed chain.

***Exploit Research and Development Opportunities That Have the Potential to Deliver Innovative Products and Solutions***

Investment in technology and development capabilities is a critical part of Syngenta's future growth. We believe that investments in these areas will add value to the crop protection and seeds businesses in the form of new products and, in due course, lead to new business opportunities. In addition, our scale allows us to build and exploit a range of important platforms, and deliver greater product and solution benefits to growers and the entire food and feed chain.

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We aim to:

- *Discover and bring to market new products with improved efficacy and safety profiles which contribute to the development of sustainable agriculture*

In the past decade there has been a paradigm shift in methodology for the generation of leads for new chemical products. The integration of genomics to identify targets and establish modes of action together with fast high-throughput automated screens to detect leads has provided a powerful engine for lead discovery and optimization. Similarly, techniques such as toxicogenomics and environmental profiling are minimizing the attrition rate in the development process.

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We focus on improved ways to direct our research towards areas of health and environmental safety. An example of the success delivered by the process is given by CALLISTO®, which showed a favorable environmental profile and became the leading selective herbicide for corn in the United States within three years.

- ◆ *Harness the full potential of our established products and technologies, including by extending their life cycles through research and development activities*

We believe that we possess one of the broadest ranges of chemical crop protection products and technologies in the industry. We plan to refresh and improve this range, in the form of individual compounds and as innovative mixtures. We employ some of the best scientists in chemistry, physiology, bioperformance enhancement and formulation to achieve our objective. Attractive opportunities exist for combinations of products to provide tailored crop solutions for the specific requirements of growers. We believe that the integration of chemical and gene-based solutions offers a particularly attractive opportunity for the future.

In process chemistry, we are dedicated to improving existing manufacturing technologies and to innovating in technologies for key products in our existing range to ensure the optimal cost base.

- ◆ *Continue to build strong germplasm in target seeds segments that will provide a delivery vehicle for emerging technologies and assistance to traditional breeding*

Advances in biotechnology have revolutionized progress in crop improvement. Marker-assisted breeding is powerful in trait selection for new varieties and also for significantly accelerating the breeding process.

Crop improvement programs represented in Syngenta's current research projects are exemplified by:

- ◆ *Self-protection against pests and diseases (e.g., in insect-resistant corn and cotton, disease-resistant wheat)*
- ◆ *Productivity improvements, higher and more reliable yields and improved crop composition (e.g., in high sugar concentrated sugar beet and high yield oilseed rape)*
- ◆ *Agronomic benefits such as drought, heat and cold tolerance, and adaptation to saline conditions (e.g., winter hardiness of oilseed rape)*
- ◆ *Improved safety and nutritional quality of animal feed (e.g., enhanced phosphorus nutrition)*
- ◆ *Corn enhanced through biotechnology that expresses high levels of amylase for ethanol production (improved process efficiency could lead to substantial environmental benefits and production cost savings)*
- ◆ *Improved quality of food crops and better processing characteristics (e.g., improved wheat for breadmaking)*
- ◆ *Dietary contributions to health (e.g., high beta-carotene rice)*

We believe our skills and experience in health assessment, human safety and risk assessment are key to success. We believe that we are well positioned to lead the development of human nutrition through crops by focusing upon the dietary component of health delivered through a food matrix.

- ◆ *Capture value of innovation and technologies through an industry-leading patent portfolio and by the creation of new ventures*

Innovations based upon biochemical processes can enjoy broad utility outside the scope of a conventional agribusiness, or indeed in very different business areas. In the case of the former, Syngenta pursues growth opportunities largely

in-house. In the case of the latter, several of our developments can produce intellectual property of equal relevance to discovery programs in the pharmaceutical industry. We plan to continue to develop our outlicensing business through broad exploitation of our intellectual property.

◆ *Leverage our broad set of technology partners and internal business development functions to create new business opportunities*

Syngenta regards collaboration with external scientists as a critical competence. Syngenta has numerous collaborations with institutes and companies worldwide. We intend to use our external network to enrich in-house programs in the quest for the next generation of technology.

◆ *Develop products based on biotechnology*

Syngenta believes it is one of very few global agribusiness companies that is well positioned to develop products based on biotechnology because of its multi-disciplinary understanding of the fundamental science involved and global capability. It is Syngenta's intention to devote an appropriate, sustained and competitive level of resources to pursuing the opportunities it believes biotechnology can deliver.

Syngenta believes that through plant biotechnology, it has the potential to bring considerable benefits to mankind in both developed and developing countries. Syngenta remains committed to the use of gene-based technologies that are safe and effective. At the same time we recognize the current debate surrounding the use of biotechnology. These attitudes vary greatly from region to region. In North America and many emerging markets, this technology has been generally accepted. However, in Europe, genetic modification as a route to novel foods and feed continues to be the subject of debate. Political parties, consumer groups, and some governments have expressed their concerns in terms of food safety and environmental issues. Delays in the regulatory and political processes in the EU have meant a delay in product approvals, and although recent developments have indicated an unblocking of this process, significant progress has yet to occur.

Syngenta is a major participant in the public debate. Syngenta's activities have been conducted in conjunction with its local constituencies and through trade associations around the world. Syngenta's approach to its involvement in biotechnology has been one of openness and dissemination of information based upon:

◆ *education through provision of information about plant science and genetics*

◆ *clear statements of the benefits of biotechnology in terms of cost and quality*

◆ *emphasis on consumer choice*

Syngenta's approach to innovation seeks to take into full consideration the range of public attitudes around the world. For instance in Europe, it will be important to focus on consumer benefits in order to foster widespread confidence. In the developing world, the promise of biotechnology for food production and health improvement is considerable. For example, Syngenta is contributing to the development of "Golden Rice", which produces beta-carotene, a precursor of vitamin A, in partnership with the public sector. In many developing countries, vitamin A deficiency is a common cause of illness and is an important contributor to blindness, especially in children. As Syngenta's science develops, it will introduce techniques that mitigate perceived risks. For example, Syngenta has introduced a novel marker gene system called POSITECH as a new and efficient alternative to antibiotic resistance markers.

As the public becomes more informed about products with consumer benefits and about the use of science to explore and understand safety issues and risks, Syngenta believes that products created through biotechnology will gain widespread public acceptance. However, attitudes toward biotechnology continue to evolve and Syngenta cannot provide absolute assurance of how quickly such products will receive widespread support.

### ***Realize the Savings from the Operational Efficiency Program***

On February 11, 2004, Syngenta announced an Operational Efficiency cost saving program. This new program is expected to deliver annual cost savings of US\$300 million by 2008, measured by comparing total costs against 2003 reported costs, excluding variances arising due to exchange rate movements, changes in sales volumes or mix and specifically identified expenditures such as growth projects. This program will include the relocation of assets to lower cost regions, a further reduction of the asset base, an increase in the globalization of purchasing and the outsourcing of some administrative processes. The total cash cost of the program will be around US\$500 million over five years and non-cash charges, principally writing-down the value of fixed assets, are expected to be around US\$350 million. Specific announcements on the closure of two manufacturing sites, one in Switzerland and one in the United States, and the rationalization of two further manufacturing

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sites were made on the same date and a further closure announcement was made later in 2004. Production from these closing sites will be relocated and costs related to these site announcements had been included in the above totals. See Item 5 "Operating and Financial Review and Prospects" Overview "Operational Efficiency Program" for more information regarding this program.

### ***Attract, Retain and Develop the Best-Qualified Employees in Our Industry***

The crop protection and seeds businesses are complex with distinct geographical, product, crop, technology and customer drivers. Given this complexity, and our strategy, which requires a high degree of change, we need to utilize fully the breadth and depth of our employees' talent. To achieve this we have established clear and decisive management processes that include:

- *Uniform, transparent, global reporting systems and clear decision-making processes for Syngenta managers;*
- *Clear personnel management processes that appropriately identify, recognize, develop and reward our best employees;*
- *Local empowerment of management with clear accountability and success criteria; and*
- *Performance-driven employee compensation.*

Syngenta also operates a long-term equity-based incentive program as part of an effective and well-balanced executive remuneration structure. The remuneration structure is designed to ensure that we attract, retain and motivate the key talent necessary to succeed in a competitive and international environment.

## **Business Overview**

### **Industry Overview**

Syngenta is a world leading agribusiness operating in the Crop Protection and Seeds businesses. Crop Protection chemicals include herbicides, insecticides and fungicides to control weeds, insect pests and diseases in crops, and are essential inputs enabling growers around the world to improve agricultural productivity and food quality. Many of these products also have application in the professional products sector in areas such as public health, seed treatment and turf and ornamental markets. The Seeds business operates in two high value commercial sectors: seeds for field crops including corn, oilseeds and sugar beet; and vegetable and flower seeds. Syngenta is also developing a Plant Science business applying biotechnology to areas including improving growers' yield and food quality. Syngenta aims to be the partner of choice for Syngenta's grower customers with its unparalleled product offer and innovative marketing, creating value for customers and shareholders.

## Syngenta's Business

Syngenta's business divides generally into three segments: crop protection, seeds and plant science. These segments are described in greater detail below.

### Crop Protection

#### Products

Syngenta has a broad product range, making Syngenta number one or two in all of its target segments, underpinned by strong worldwide market coverage. Syngenta focuses on all major crops, in particular corn, cereals, field crops, vegetables and rice, and applies its technologies to other crops, such as, sugar beets, cotton, fruits and grapes, and to turf and ornamentals.

Syngenta is active in herbicides, especially for corn, cereals and rice; fungicides mainly for cereals, fruits, grapes, rice and vegetables; insecticides for fruits, vegetables and cotton; and professional products, such as seed treatments, products for public health and products for turf and ornamentals. Herbicides are products that prevent or reduce weeds that compete with the crop for nutrients, light and water. Herbicides can be subdivided into (i) non-selective herbicides, which reduce or halt the growth of all vegetation with which they come in contact and (ii) selective herbicides, which are crop-specific and control weeds without harming the crop. Fungicides are products that prevent and cure fungal plant diseases that affect crop yield and quality. Insecticides are products that control chewing pests such as caterpillars and sucking pests such as aphids, which reduce crop yields and quality. Professional products are herbicides, insecticides and fungicides used in markets beyond commercial agriculture, together with seeds treatments where insecticides and fungicides protect growth during the early stages.

The following table sets out 2004, 2003 and 2002 crop protection sales:

Syngenta Sales						
Products	2004		2003		2002	
	(US\$ million)	(%)	(US\$ million)	(%)	(US\$ million)	(%)
Selective herbicides	1,867	31	1,717	32	1,606	31
Non-selective herbicides	645	11	616	11	650	13
Fungicides	1,702	28	1,438	26	1,398	27
Insecticides	1,049	17	960	18	855	16
Professional products	708	12	642	12	585	11
Others	59	1	48	1	95	2

<b>Total</b>	<b>6,030</b>	<b>100</b>	<b>5,421</b>	<b>100</b>	<b>5,189</b>	<b>100</b>
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The tables below show Syngenta's principal products: (1) currently in development; (2) recently launched; and (3) key marketed. Products in development are those we are currently planning to bring to market. Recently launched products are those that we have introduced in the past five years.

#### Products in Development

Active Substance	Crop Use	Status
<b>Selective Herbicides</b> New herbicide 407	Cereals	In development
<b>Fungicide</b> New fungicide 446	Fruits and vegetables	In development

#### Recently Launched Products (last 5 years)

Active Substance	Selected Brand Names (1)	Crop Use	Targets
<b>Selective Herbicides</b> Pyrifthalid	<i>APIRO</i> ®	Rice	Annual grasses in transplanted rice
Mesotrione (2)	<i>CALLISTO</i> ® / <i>LUMAX</i> ® / <i>LEXAR</i> / <i>CAMIX</i> ®	Corn	Broad-leaved weeds / full spectrum
Trifloxysulfuron	<i>ENVOKE</i> ® , <i>KRISMAT</i> ® , <i>MONUMENT</i>	Cotton, sugarcane, turf	Post-emergence selective herbicide against broad-leaved weeds, sedges and grasses
<b>Fungicides</b> Picoxystrobin	<i>ACANTO</i> ®	Wheat and barley	Broad spectrum
<b>Insecticides</b> Thiamethoxam	<i>ACTARA</i> ® / <i>CRUISER</i> ®	Broad range of crops including seed treatment	Foliar sucking pests and soil dwelling insects

(1) Products may have different brand names depending on the market in which they are sold.

(2) In connection with the divestiture of its acetochlor business, Syngenta has granted to Dow AgroSciences LLC the right to formulate, market and sell in North America a mixture product of mesotrione and acetochlor.

#### Key Marketed Products

Active Substance	Selected Brand Names (1)	Crop Use	Targets
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**Selective Herbicides**

Atrazine	AATREX <sup>®</sup> /GESAPRIM <sup>®</sup> (2)	Corn, sorghum, sugarcane	Annual grasses and some broad-leaved weeds
Clodinafop	TOPIK <sup>®</sup> /HORIZON <sup>®</sup> / CELIO <sup>®</sup> / DISCOVER <sup>®</sup>	Wheat, rye, triticale	Annual grasses
Dicamba	BANVEL <sup>®</sup>	Cereals, corn, turf, sugarcane	Annual and perennial broad-leaved weeds
Dimethachlor	COLZOR TRIO <sup>□</sup>	Colza	Broad spectrum
Fluazifop-P-Butyl	FUSILADE <sup>®</sup>	Soybeans, cotton, oilseed rape, fruit and vegetables	Grass weeds

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**Key Marketed Products**

<b>Active Substance</b>	<b>Selected Brand Names (1)</b>	<b>Crop Use</b>	<b>Targets</b>
Fomesafen	FLEX <sup>®</sup> /REFLEX <sup>®</sup>	Soybeans	Broad-leaved weeds
Molinate	ORDRAM <sup>®</sup> (3)	Rice	Annual grasses
Nicosulfuron	MILAGRO <sup>®</sup> (4)	Corn	Grass weeds
Pretilachlor	RIFIT <sup>®</sup> /SOFIT <sup>®</sup>	Rice	Grasses, sedges and some broadleaved weeds
S-metolachlor	DUAL MAGNUM <sup>®</sup> /DUAL GOLD <sup>®</sup> /BICEP MAGNUM <sup>®</sup>	Corn, soybeans, peanuts, sugar beet, sunflowers	Annual grasses and some broad-leaved weeds
Tralkoxydim	ACHIEVE <sup>®</sup> /GRASP <sup>®</sup>	Wheat, barley	leaved weeds Grass weeds
Triasulfuron	LOGRAN <sup>®</sup> /AMBER <sup>®</sup>	Cereals, transplanted rice	Annual broad-leaved weeds and some grasses
<b>Non-Selective Herbicides</b>			
Diamonium Glyphosate	TOUCHDOWN <sup>®</sup> /ZAPP <sup>®</sup> / OURAGAN <sup>®</sup>	Cotton, all field crops, fruits and vegetables	Broad spectrum weed control
Diquat	REGLONE <sup>®</sup>	Wheat, sunflower, oilseed rape, potatoes	Broad spectrum weed control; desiccation
Paraquat	GRAMOXONE <sup>®</sup>	Cereals, rice, soybeans, corn, fruit and vegetables	Broad spectrum weed control

**Fungicides**

Azoxystrobin	AMISTAR <sup>®</sup> /QUADRI <sup>®</sup> / AMISTAR OPTI <sup>®</sup> / HERITAGE <sup>®</sup> /ABOUND <sup>®</sup>	Wheat, barley, fruit and vegetables, rice, turf	Broad spectrum disease control
Chlorothalonil	BRAVO <sup>®</sup> /DACONIL <sup>®</sup>	Fruit and vegetables, wheat, turf	Broad spectrum disease control
Cyproconazole	ALTO <sup>®</sup> (5)	Cereals, coffee, peanuts, rice, sugar beet, stone fruits	Powdery mildew, rust, leaf spots
Cyprodinil	UNIX <sup>®</sup> /STEREO <sup>®</sup> (6) /SWITCH <sup>®</sup> CHORUS <sup>®</sup>	Pome fruits, stone fruits, cereals, grapes, vegetables	Scab, Alternaria, powdery mildew, eyespot, Botrytis, grey mold
Difenoconazole	SCORE <sup>®</sup> /DIVIDEND <sup>®</sup>	Vegetables, field crops, plantation crops and seed treatment	Broad spectrum disease control
Fluazinam (7)	SHIRLAN <sup>®</sup>	Potatoes	Potato late blight, flower bulb and onion diseases
Fludioxonil	CELEST <sup>®</sup> /MAXIM <sup>®</sup> / GEOXE <sup>®</sup> /MEDALLION <sup>®</sup>	Seed treatment, grapes, turf, vegetables	Bunt, snow mold seedling blights, scurf, Botrytis, dollar spot
MEFENOXAM <sup>®</sup> (9)	RIDOMIL GOLD <sup>®</sup> /FOLIO GOLD <sup>®</sup> /APRON <sup>®</sup> XL/ SUBDUE <sup>®</sup>	Broad range, including potatoes, grapes, vegetables, seed treatment and turf and ornamentals	Late blight, downy mildew and damping off diseases
Propiconazole	TILT <sup>®</sup> (8) /BANNER <sup>®</sup>	Cereals, bananas, rice and turf	Broad spectrum disease control
Trinexapac-ethyl	MODDUS <sup>®</sup> /PRIMO <sup>®</sup>	Sugarcane, cereals, turf	Increases sugar content, antlodging, reduces grass growth

**Insecticides**

Abamectin	VERTIMEC <sup>®</sup> /AGRIMEK <sup>®</sup>	Citrus fruits, vegetables, pome fruits, ornamentals	Mites, leafminers and some caterpillars
Emamectin Benzoate	PROCLAIM <sup>®</sup> /AFFIRM <sup>®</sup>	Vegetables, cotton	Caterpillars
Methidathion	SUPRACIDE <sup>®</sup>	Fruits, nuts	Scales, caterpillars
Lambda-cyhalothrin	KARATE <sup>®</sup> /ICON <sup>®</sup>	Cotton, corn, fruit and vegetables, soybeans, public health	Broad spectrum insect control
Lufenuron	MATCH <sup>®</sup>	Corn, potatoes, citrus, vegetables, cotton	Caterpillars, leafminers, western flower thrips
Fosthiazate	NEMATHORIN <sup>®</sup> (4)	Potato, banana, tomato	Nematodes
Pymetrozine	CHESS <sup>®</sup> /PLENUM <sup>®</sup>	Vegetables, fruits, potatoes	Aphids, white flies and leaf hoppers
Profenofos	CURACRON <sup>®</sup>	Cotton, potatoes, soybeans and vegetables	Caterpillars, sucking insects, mites
Tefluthrin	FORCE <sup>®</sup>	Corn	Corn rootworm

- (1) Products may have different brand names depending on the market in which they are sold.
- (2) Pursuant to the commitments given to the European Commission, Syngenta has agreed to stop commercializing atrazine directly (including the trade mark GESAPRIM<sup>®</sup>) in France. In the US, the EPA granted atrazine a favorable registration decision. However, atrazine and its sister herbicides simazine were not granted re-registration in the European Union.
- (3) Pursuant to the commitments given to the European Commission, Syngenta has agreed to divest to a third party by way of an exclusive license to manufacture and sell, or an exclusive right to distribute, the molinate-based formulation of ORDRAM<sup>®</sup> SOPRA in France for use on rice until 2008. In the US, Syngenta has announced its intention to phase out molinate and to cancel its US registrations by the end of June 2008.
- (4) Product distributed on behalf of Isihara Sangyo Kaisha Ltd. (ISK).
- (5) Pursuant to the commitments given to the European Commission, Syngenta granted an exclusive license to manufacture, use and sell cyproconazole directly in the EEA to Bayer, under Bayer's own trade name. Syngenta will be permitted to recommence sales of cyproconazole directly, under the ALTO<sup>®</sup> (or other) name, in 2005 at the latest.
- (6) Pursuant to the commitments given to the European Commission, Syngenta granted an exclusive right to Makhteshim Agan Industries Ltd. to use and sell STEREO<sup>®</sup> formulation for use on cereals for the duration of its registration in Denmark, Finland and Sweden.
- (7) Product that is distributed, but not manufactured, by Syngenta.
- (8) Pursuant to the commitments given to the European Commission, Syngenta granted an exclusive right to Makhteshim Agan Industries Ltd. to use and sell TILT<sup>®</sup> 250EC and TILT<sup>®</sup> 6.25GL formulations for use on cereals in Denmark, Finland and Sweden for the duration of their registrations.
- (9) In the United States Mefenoxam is a generic expression whereas in other countries MEFENOXAM<sup>®</sup> is a trademark of Syngenta Participations AG to denominate the active ingredient Metalaxyl-M (ISO name).

### *Selective Herbicides*

We have a broad range of selective herbicides that control grasses and broad-leaved weeds and are applicable to most crops with a special emphasis on corn and cereals.

### Product In Development

- *407, a new herbicide for the control of grasses in cereals.*

### Recently Launched Products

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- *APIRO<sup>®</sup> was successfully launched in South Korea (2002) and Japan (2003). This family of products contains pyrifthalid in combination with proprietary pretilachlor and other rice herbicides.*
- *CALLISTO<sup>®</sup> was successfully launched in the United States, Germany, France, Italy, Spain, Austria, Holland and other countries. It has received registration in the United States under the reduced risk scheme reflecting its favorable environmental and toxicological profile and was recognized as the most successful product launch in the market the year it was introduced by the American Agricultural Marketing Association. This is a post-emergent herbicide with a very broad spectrum against key broad-leaved weeds in corn.*
- *LUMAX<sup>®</sup>, LEXAR<sup>®</sup> and CAMIX<sup>®</sup> are combination products from the Callisto family containing mesotrione, S-metolachlor and atrazine (LUMAX<sup>®</sup> LEXAR<sup>®</sup>) or mesotrione and S-metolachlor (CAMIX<sup>®</sup>). They are pre-emergence products for use in corn and provide broad spectrum weed control. LUMAX<sup>®</sup> and CAMIX<sup>®</sup> received registrations in the United States and were successfully launched in the 2003 season and LEXAR<sup>®</sup> received registration in the United States in 2004 with full launch in the 2005 season.*
- *ENVOKE<sup>®</sup> and KRISMAT<sup>®</sup> have been launched in Brazil as new broad-spectrum herbicides in cotton and sugarcane against grasses, dicots and sedges. Syngenta has already received registrations for use on sugarcane in Colombia and in several Central American countries (KRISMAT<sup>®</sup>) as well as for use on cotton in Brazil, Argentina and Australia (ENVOKE<sup>®</sup>). Registration in the United States was obtained in the third quarter of 2003 for use on cotton, sugarcane and tomatoes and launched in the 2004 season.*

### Key Marketed Products

- *AATREX<sup>®</sup> and GESAPRIM<sup>®</sup> act mainly against annual grasses and broad-leaved weeds. Although the active substance, atrazine, was introduced in 1957, and has been off patent for a number of years, it remains an important product for broad-leaved weed control in corn. It is currently going through a re-registration process in major markets and has received favorable evaluation in the United States by the EPA's Scientific Advisory Panel. In the European Union atrazine was not granted re-registration. In European markets Syngenta will extend the use of terbuthylazine which has already been safely used in Germany and Italy for several years.*
- *DUAL GOLD<sup>®</sup> and DUAL MAGNUM<sup>®</sup> are replacing our top-selling metolachlor products of the DUAL<sup>®</sup> family. These products contain S-metolachlor, which is used at a 35% to 40% lower rate than metolachlor. This not only reduces the amount of product sprayed on fields, thus responding to the pesticide reduction goals established by many countries, but decreases the energy required to produce, transport and store the product, as well as decreasing total packaging material. S-metolachlor is well tolerated and can be safely used on more than 70 different crops. It may also be used effectively in combination with triazine herbicides such as in BICEP MAGNUM<sup>®</sup>, GARDO<sup>®</sup> GOLD<sup>®</sup> or PRIMAGRAM<sup>®</sup> GOLD<sup>®</sup>.*
- *MILAGRO<sup>®</sup> is distributed on behalf of Isihara Sangyo Kaisha Ltd. and used post-emergence in corn against grass weeds. It completes the spectrum of our newly launched CALLISTO<sup>®</sup>.*
- *TOPIK<sup>®</sup>, HORIZON<sup>®</sup>, CELIO<sup>®</sup> and DISCOVER<sup>®</sup> are grass herbicides. They provide the broadest spectrum of annual grass control currently available for wheat. To further increase crop safety in cereals the active substance clodinafop is mixed with the safener cloquintocet, which selectively enhances the degradation of clodinafop in wheat but not in the grass weeds.*
- *BANVEL<sup>®</sup> is a herbicide that controls broad-leaved weeds in corn and small grain cereals and that is used also in turf and ornamentals, pastures and non-crop land. Dicamba has an excellent toxicological and environmental profile. Rights to sell the active substance dicamba in the United States and Canada were*

*sold to BASF in 1996 pursuant to an FTC decision. Syngenta may still sell the active substance dicamba and established products outside the United States and Canada and new products combining dicamba with other active substances worldwide.*

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- *LOGRAN® or AMBER® is a post-emergence herbicide for use in small grain cereals that also can be used in transplanted rice. It controls major annual broad-leaved weeds and some grasses. Triasulfuron is absorbed by leaves and roots. It is rapidly transported within the plant and acts by inhibiting biosynthesis of essential amino acids, hence stopping cell division and plant growth.*
  - *FUSILADE® is one of the leading products for post-emergence control of grass weed. It is registered for use in over 60 crops with major outlets in cotton and soybeans in the United States and sugar beet and oilseed rape in Europe. The selective action of FUSILADE® allows growers to target applications when grass weeds appear, allowing cost-effective weed control.*
  - *FLEX® is a post-emergence selective herbicide for control of broad-leaved weeds in soybeans and drybeans, complementary to FUSILADE®.*
  - *ACHIEVE® is a post-emergence selective herbicide which controls grass weeds in wheat and barley.*
  - *RIFIT® is a pre-emergence grass killer for use in transplanted rice. In its safened form, under the trademark SOFIT®, it can also be used on wet sown rice.*
  - *COLZOR TRIO□ is a broad-spectrum herbicide for use in oilseed rape.*

#### *Non-Selective Herbicides*

#### *Key Marketed Products*

- *GRAMOXONE® is our principal brand name for paraquat, a non-selective contact herbicide first introduced in 1962. Paraquat is one of the world's largest selling herbicides. It has been a vital product in the development of minimum tillage cropping systems, the adoption of which continues to increase because of benefits such as the reduction of soil erosion. GRAMOXONE® is registered in over 120 countries around the world. In 2003, Paraquat was included in Annex I allowing for continued registration of Paraquat products in EU countries, while re-registration in Malaysia was refused.*
- *TOUCHDOWN® , a non-selective herbicide with systemic activity, is a premium product in the market for glyphosate-based products. The product has been enhanced by the launch of the IQ□ technology which positions the product at the top end of glyphosate performance. Differentiated from other herbicides of its class by its speed of action and tolerance of heavy rain, TOUCHDOWN® is now registered in over 90 countries, including for use on herbicide tolerant soybeans in the United States. New and improved formulations of Touchdown have been registered in the US including Touchdown IQ□, Touchdown® CF and Touchdown Total□.*
- *REGLONE® , a non-selective contact herbicide is mainly used as a desiccant to allow easier harvesting and reduce drying costs.*

#### *Fungicides*

Product In Development

- 446, a new fungicide for fruits and vegetables.

Recently Launched Product

- ACANTO<sup>®</sup>, a new strobilurin fungicide for early treatment in wheat and barley, is sold in the United Kingdom, Germany, France, Ireland, Austria, Switzerland, Belgium and the Netherlands.

Key Marketed Products

- AMISTAR<sup>®</sup>, a strobilurin fungicide introduced in 1997 and widely launched in 1998 and 1999, is the world's best selling proprietary fungicide and our largest selling fungicide. It is registered for use in over 60 countries and for over 60 crops. In Brazil, it is successfully being used to control Asian rust in soybeans in a mixture with ALTO<sup>®</sup> branded as PRIORI XTRA.
- BRAVO<sup>®</sup>, acquired in 1998, is a world-leading fungicide in terms of sales. With its multi-site mode of action, it is a good partner for AMISTAR<sup>®</sup> and is being increasingly integrated into disease control programs which use

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both products. AMISTAR OPTI<sup>®</sup> was successfully launched in the UK in the 2004 season to combat Septoria resistance. Registration for BRAVO<sup>®</sup> was received in Germany in 2004.

- TILT<sup>®</sup>, originally licensed from Janssen, was introduced in 1980 and has developed into our most successful foliar fungicide for broad spectrum disease control in cereals, bananas, rice, corn, peanuts, sugar beet, turf and other food and non-food crops. Propiconazole, its active substance, is systemic and provides a strong curative and protective activity against a wide range of plant pathogens including powdery mildews, rusts and other leaf spot pathogens of cereals, bananas, rice, corn, peanuts, sugar beet, and turf. Pursuant to the commitments given to the European Commission, Syngenta has agreed to grant an exclusive right to Makhteshim Agan Industries Ltd. to use and sell its TILT<sup>®</sup> 250EC and TILT<sup>®</sup> 6.25GL formulations for use on cereals in Denmark, Finland and Sweden for the duration of their registrations.
- SCORE<sup>®</sup>, based on difenoconazole, is a systemic triazole fungicide with broad-spectrum activity against plant diseases, particularly leaf spots of pome fruit, vegetables, field crops and plantation crops. Long-lasting protective and strong curative activity make it well suited for threshold based plant disease management whereby the plant is treated only when the development of the disease has passed a certain point. Target crop pathosystems include Cercospora, Alternaria, Septoria and other leaf spots, powdery mildews and scabs in wheat, bananas, sugar beets, peanuts, potatoes, pome fruits, grapes, rice and vegetables.
- RIDOMIL GOLD<sup>®</sup> is based on MEFENOXAM<sup>(1)</sup>, and acts against late blight and downy mildew diseases. It is applied to foliage or soil and is effective on potatoes, grapes, tobacco, vegetables, citrus, soybeans, turf and ornamentals. It has been introduced in major markets and will continue to be introduced in additional countries.

- *UNIX<sup>®</sup> is based on cyprodinil and is a powerful fungicide for use on cereals. It is used to control eyespot, powdery mildew and leaf spot diseases. Because it has a new mode of action, it is a particularly effective solution where resistance to other fungicides has developed. CHORUS<sup>®</sup> and SWITCH<sup>®</sup> are cyprodinil-based formulations which are used on pome fruit (such as apples and pears) or on grapes and vegetables, respectively.*
- *ALTO<sup>®</sup> contains the systemic fungicide cyproconazole with broad-spectrum activity, especially against rust and leaf spot in cereals, sugar beet and coffee. Pursuant to the commitments given to the European Commission, Syngenta has granted an exclusive license to manufacture, use and sell cyproconazole directly in the European Economic Area to Bayer, under Bayer's own trade name. Syngenta will be permitted to re-commence sales of cyproconazole directly, under the ALTO<sup>®</sup> (or other) brand name, in 2005 at the latest.*
- *MODDUS<sup>®</sup> is based on trinexapac-ethyl, a plant growth regulator. In cereals it reduces growth so that treated plants stay shorter and have stronger stems, enhancing their ability to withstand storms and remain upright until harvest. In sugarcane it is a yield enhancer and harvest management tool.*
- *SHIRLAN<sup>®</sup> is a fungicide for control of potato blight.*

#### *Insecticides*

#### *Recently Launched Products*

- *ACTARA<sup>®</sup> is highly active at low use rates against a broad spectrum of soil and sucking insects. It is highly systemic and well suited for application as a foliar spray, drench or drip irrigation. It is fast acting, works equally well under dry and wet conditions and has a favorable safety and environmental profile. Its mode of action differs from that of older products, which makes it effective against insect strains that have developed resistance to those products. It is being developed on a broad range of crops, including vegetables, potatoes, cotton, soybeans, rice, pome fruits, stone fruits (such as peaches or plums) and tobacco. Additional registrations in Italy, Portugal and Switzerland were achieved in 2003.*

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(1) In the United States Mefenoxam is a generic expression whereas in other countries *MEFENOXAM* is a trademark of Syngenta Participations AG to denominate the active ingredient Metalaxyl-M (ISO name).

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#### *Key Marketed Products*

- *KARATE<sup>®</sup>, the world's leading agricultural pyrethroid brand, is our largest selling insecticide. A novel product branded KARATE<sup>®</sup> with ZEON<sup>®</sup> technology was launched in the United States in 1998 and registration approvals and launches in other major markets have continued apace. ZEON<sup>®</sup> technology offers performance benefits and enhanced user and environmental safety.*
- *PROCLAIM<sup>®</sup> or AFFIRM<sup>®</sup> provides control of caterpillars on vegetables, cotton and fruits, combining a*

*unique mode of action with extremely low use rates and is compatible with integrated pest management. It has been launched in major markets such as Japan, Korea, the United States, Mexico, Australia and India and is under registration in many other countries.*

- *VERTIMEC<sup>®</sup> or AGRIMEK<sup>®</sup> contains abamectin, which is produced by fermentation. This potent insecticide and acaricide is used at very low dose rates against mites, leafminers and some other insects in fruits, vegetables, cotton and ornamentals. Abamectin rapidly penetrates the plants, and is a useful product for integrated pest management.*
- *CURACRON<sup>®</sup> offers good control of caterpillars. It is a broad-spectrum product, and because of its good penetration, sucking insects like mites and thrips are also well controlled. The main field of application is in cotton, but it is also used in vegetables, soybeans and potatoes.*
- *SUPRACIDE<sup>®</sup> is used to control scale insects in fruits and nuts (e.g., citrus, olives, pome and stone fruits).*
- *MATCH<sup>®</sup> is an insect growth regulator that controls caterpillars in corn, potatoes, cotton, vegetables and fruits. It is a leading insecticide in terms of sales in its chemical class.*
- *FORCE<sup>®</sup> is the market leader in the corn soil insecticide sector. As the only stand-alone granular pyrethroid launched in this sector, it offers growers both highly effective control of a wide range of pests and an alternative to the older products available in this sector.*

#### *Professional Products*

Through professional products, Syngenta expands the use of its crop protection products into additional areas, such as seed treatment, turf, ornamentals and public health.

#### *Recently Launched Products*

- *CRUISER<sup>®</sup> is a seed treatment brand (see below for description of seed treatment) for the insecticide thiamethoxam. It has systemic activity in a wide range of crops including cereals, cotton, soybeans, canola, sugar beet, corn, sunflower and rice. Its properties are such that it provides a consistent performance under a wide range of growing conditions. Thiamethoxam acts against a wide range of early season sucking and chewing, leaf feeding and soil-dwelling insects like aphids, thrips, jassids, wireworms, flea beetles and leafminers.*
- *IMPASSE<sup>®</sup> is a new innovative technology which offers pre-construction termite control for new homes and buildings. The product was registered in the United States in October 2002 and the company launched the IMPASSE<sup>®</sup> Termite System<sup>™</sup> for the building industry in 2003.*

#### *Key Marketed Products*

##### *Seed treatment*

The use of seed treatment products is an effective, efficient, and targeted method to protect the seedling and the young plant against diseases and pests during the period when they are most vulnerable. Our broad range of fungicides and insecticides allows us to provide a modern portfolio of safe and highly effective products. As seeds increase in value, seed protection becomes more important. The following are our key marketed products:

- *DIVIDEND<sup>®</sup> is active against a broad range of diseases including bunts, smut and damping off on cereals, cotton, soybeans and oilseed rape. This product is highly systemic and provides a long lasting, high-level effect. It is safe for the seed and the seedling and provides for a faster germination than other products in the market.*

- *APRON<sup>®</sup> XL is a MEFENOXAM<sup>(1)</sup>-based product used for the control of seed and soil-borne diseases caused by fungi such as Pythium, Phytophthora and downy mildews. It is used worldwide on a wide variety of crops, including field, vegetable, oil and fiber crops. MEFENOXAM<sup>(1)</sup> is also used as a mixing partner for seed protection at low use rates.*
- *MAXIM<sup>®</sup> or CELEST<sup>®</sup> is a contact fungicide with residual activity. Derived from a natural compound, the active substance fludioxonil combines crop tolerance with low use rates. Its spectrum of targets includes seed and soil-borne diseases like damping off, bunt, smut and leaf stripe on cereals. Used alone or in mixtures with other active substances, it is also effective on corn, rice, cotton, potatoes and peas.*

#### Turf and ornamentals

We offer a range of specialized products for use in turf (golf courses and sports fields), ornamentals (cut flowers, bedding plants and nurseries), vegetation management (roads, railroads and rights-of-way) and for home and garden use. The following are our major products:

- *BARRICADE<sup>®</sup> is a leading pre-emergence grass and broad-leaved weed herbicide in turf.*
- *PRIMO MAXX<sup>®</sup> is a plant growth regulator for turf that increases stress tolerance and decreases clippings.*
- *AVID<sup>®</sup> is a leading acaricide in ornamentals against mites.*
- *HERITAGE<sup>®</sup> provides broad-spectrum disease control in turf. The major outlet is golf courses.*
- *DACONIL<sup>®</sup> is used on turf in the United States, often on golf courses, where it complements HERITAGE<sup>®</sup>.*

#### Public health

We offer a range of products for use in controlling insect pests such as mosquitoes and termites:

- *ICON<sup>®</sup> is used in public health outlets for control of malaria and other tropical diseases and nuisance pests, such as house flies and cockroaches. It was the first pyrethroid to be approved for malaria control by the World Health Organization. In addition to being sprayed, it can be incorporated into bednets to offer added protection.*

#### **Principal Markets**

The following table sets out sales for the years ended December 31, 2004, 2003 and 2002 of our crop protection products by region:

<b>Syngenta Sales</b>						
<b>Products</b>	<b>2004</b> <b>(US\$ million)</b>	<b>(%)</b>	<b>2003</b> <b>(US\$ million)</b>	<b>(%)</b>	<b>2002</b> <b>(US\$ million)</b>	<b>(%)</b>
Europe & AME	2,251	37	1,978	36	1,861	36

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NAFTA	1,869	31	1,848	34	1,857	36
Latin America	1,017	17	748	14	593	11
Asia Pacific	893	15	847	16	878	17
<b>Total</b>	<b>6,030</b>	<b>100</b>	<b>5,421</b>	<b>100</b>	<b>5,189</b>	<b>100</b>

Syngenta sells its products in over 120 countries and has a strong presence in all regions.

(1) In the United States Mefenoxam is a generic expression whereas in other countries *MEFENOXAM* is a trademark of Syngenta Participations AG to denominate the active ingredient Metalaxyl-M (ISO name).

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### **Production**

The manufacture of crop protection products can be divided into three phases:

- *manufacture of the active substance*
- *formulation of products from these active substances into a form which optimizes the efficacy and safety of the product in the field*
- *packaging of the products to closely align them with local customer needs*

Our major production sites for active ingredients are located in Switzerland, the United States, United Kingdom, China and India. While individual active substances are normally produced at one manufacturing site, formulations are produced and packaged at several different strategically located plants, close to the principal markets in which those products are sold. We operate major formulation and packing plants in Belgium, Brazil, China, Colombia, France, India, South Korea, Switzerland, the United Kingdom and the United States.

We manage our supply chain globally and on a product-by-product basis, from raw materials through to delivery to the customer, in order to maximize both efficiency and responsiveness. We outsource the manufacture of a wide range of raw materials, from commodities through fine chemicals to dedicated intermediates and active ingredients. Sourcing decisions are based on a combination of logistical, geographical and commercial factors. We have a strategy of maintaining, when available, multiple sources of supply. Approximately one fifth of our supply chain materials purchasing spend is directly influenced by commodity price volatility, due to price dependence on gas and oil.

Significant cost savings have been realized in global manufacturing and supply following the merger of the Novartis agribusiness and the Zeneca agrochemicals business due to optimizing production capacity and closing duplicated facilities. From 48 sites at the time of the merger in 2001, Syngenta now operates on 32 sites and closure plans have been announced in 2004 for three of these sites as part of the Operational Efficiency program (see Item 5 Operating and Financial Review and Prospects Overview Operational Efficiency Program). In February 2005, Syngenta further announced the closure of part of the Huddersfield facility though production will continue on this site.

### **Marketing and Distribution**

We have marketing organizations in all our major markets with dedicated sales forces that provide customer and technical service, product promotion and market support. Products are sold to the end user through independent distributors and dealers, most of whom also handle other manufacturers products. Our products are normally sold through a two-step or three-step distribution chain. In the two-step chain we sell our products to cooperatives or independent distributors, which then sell to the grower as the end user. In the three-step system, we sell to distributors or cooperative unions who act as wholesalers and sell the product to independent dealers or primary cooperatives before on-selling to growers. We also sell directly to large growers in some countries. Our marketing network enables us to launch our products quickly and effectively and to exploit our range of existing products. We focus on key crop opportunities in each territory. In those countries where we do not have our own marketing organization, we market and distribute through other distribution channels. Generally, the marketing and distribution system in a country does not vary by product.

Our marketing activities are directed towards the distributors, agricultural consultants and growers. They consist of a broad range of advertising and promotional tools, such as meetings with growers and distributors, field demonstrations, advertisements in specialized publications, direct marketing activities, or information via the Internet. We also are in constant contact with the food and feed chain to evaluate current and future needs and expectations.

A key element of our marketing is grower support and education. This is particularly important with respect to small growers in developing countries. For many years, we have held numerous courses around the world for growers as a result of which tens of thousands of people have been trained in the safe and sustainable use of crop protection products. We also train agricultural extension workers and distributors so that they can further disseminate good practice and reach an even wider audience.

### **Research and Development**

Syngenta has major crop protection research centers in Basel/Stein, Switzerland; and Jealotts Hill, United Kingdom. The total spent on research and development in crop protection was US\$499 million in 2004, US\$453 million in 2003 and US\$424 million in 2002.

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We are continuously improving the research process, building on well-established platforms in chemistry, biology and biotechnology. Syngentas investment in genomics underpins all of the product outputs, and the increasing emphasis on integrated crop solutions is leading to converging research goals and programs across chemicals, seeds and traits. Novel tools, methods and information services allow us to evaluate a greater range of diverse chemicals more quickly and efficiently than ever before. We use high throughput screening to test over two hundred thousand compounds each year using in-vivo test systems. Combinatorial chemistry and high-speed synthesis have been advanced in order to prepare a sufficient number of compounds for these tests. A crucial feature is library design, a structured approach to combinatorial chemistry which ensures that the chemical entities possess properties which relate to the desired product profile. Compounds showing promising activity are further characterized in screening systems consisting of a series of project-specific, customized greenhouse and growth-chamber tests, including indicator tests for environmental parameters (e.g., soil persistence, leach-ability) and tests to provide early indications of safety issues for humans. Those compounds showing advantages in efficacy and safety over the best commercial standards are broadly evaluated in the field.

Once we select a compound for development, we test it worldwide on the most important crops under different climatic conditions and in varying soils. In parallel, an industrial scale manufacturing process is identified and optimized, and appropriate formulations and packages are developed. The use of multidisciplinary research teams to refresh the existing product range is key to continued success in the face of competition, even after patent expiry.

We perform an extensive investigation of all safety aspects involving many tests to ensure the safety of our products. The human safety assessments address potential risks to both the users of the product and the consumers of food and feed, while in environmental safety we seek assurance that the product will not adversely affect soil, water, air, flora and fauna.

In addition to our own research and development efforts, we have strengthened our business platform through targeted acquisitions. We have also entered into a number of research and development agreements around the world for combinatorial chemical libraries, high throughput screening and follow-up of leads.

### **Environment**

We designed our environmental management program with the aim of ensuring that our products and their manufacture pose minimal risks to the environment and humans. The crop protection industry is subject to environmental risks in three main areas: manufacturing, distribution and use of product. We aim to minimize or eliminate environmental risks by using appropriate equipment, adopting best industry practice and providing grower training and education.

The entire chain of business activities, from research and development to end use, operates according to the principles of product stewardship. We are strongly committed to the responsible and ethical management of our products from invention through ultimate use. We employ environmental scientists around the world who study all aspects of a products environmental behaviour.

Specially designed transportation and storage containers are used for the distribution of hazardous products and efficient inventory control procedures minimize the creation of obsolete stocks.

Regarding risks relating to the use of our products, we have developed a rigorous screening and development process. All active substances and products must meet both our internal standards and regulatory requirements.

We provide support to growers on a local level such as training in application techniques and assistance in calibrating spray equipment in order to promote safe handling of our products. We extend product stewardship long after sales in several ways, for example, by collecting and safely destroying outdated products, and providing returnable containers to reduce waste.

Crop protection products are subject to rigorous registration procedures, which are aimed at ensuring safe product usage in the field. In addition to complying with these regulatory requirements, we have adopted our own Health, Safety and Environment (HSE) management system. This provides a clear framework of management processes applicable at all sites, whatever the regulatory requirements in the country in which the site is situated.

We maintain a register of sites to identify manufacturing and distribution sites and locations that may have been contaminated in the past. The register is the basis for the allocation of appropriate provisions and action programs regarding measures to be taken. A risk portfolio is prepared for each site and reviewed annually. The risk portfolio is also applied to third-party manufacturers in order to identify and exclude poorly performing companies.

See Note 29 to Syngenta's consolidated financial statements for a further discussion of environmental matters.

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### **Intellectual Property**

We protect our investment in research and development, manufacturing and marketing through patents, design rights and trademarks. In addition to patent protection for a specific active substance, patent protection may be

obtained for processes of manufacture, formulations, assays, mixtures, and intermediates. These patent applications may be filed to cover continuing research throughout the life of a product and may remain in force after the expiry of a products per se patents in order to provide ongoing protection. The territorial coverage of patent filings and the scope of protection obtained vary depending on the circumstances and the country concerned.

Patents relating to gene-based crop protection and enhancement may cover transgenic plants and seeds gene effects, genetic constructs and individual components thereof and enabling technology for producing transgenic plants and seeds.

Trademark protection may be obtained to cover a trademark for a specific active substance and there may be more than one trademark covering the same active substance. Other trademarks may cover formulations, mixtures, intermediates and a variety of ancillary services. The trademarks may remain in force after the expiry of a products patents in order to provide ongoing protection. The territorial cover of trademark filings and the scope of protection obtained vary depending on the circumstances and the country concerned.

Registration and re-registration procedures apply in all major markets.

Products must obtain governmental regulatory approval prior to marketing. The regulatory framework for crop protection products is designed to ensure the protection of the consumer, the grower and the environment.

Most of our principal markets have regular re-registration procedures for crop protection products. Within certain time periods a products technical dossier is reviewed with the goal of ensuring that it adheres to all standards, which may have changed or been added to since the product was initially registered. The standards and requested trial protocols change over time. Reregistration of a product or compound may not be granted if the registration package fails to meet the then-current requirements.

We enforce our intellectual property rights, including through litigation if necessary.

### ***Competitive Environment***

The leading companies in the crop protection industry are mainly units of dedicated agribusinesses or large chemical companies based in Western Europe and North America. Companies compete on the basis of strength and breadth of product range, product development and differentiation, geographical coverage, price and customer service. Market pressures and the need to achieve a high level of research and development capability, particularly with the advent of biotechnology, have led to consolidation in the industry. The top six such companies account for more than 75% of the worldwide market. Syngentas key competitors include BASF, Bayer, Dow, DuPont and Monsanto. In many countries, generic producers of off-patent compounds are additional competitors to the research-based companies in the commodity segment of the market.

### **Seeds**

#### ***Products***

We develop, produce and market seeds and plants that have been developed using advanced genetics and related technologies. We sell our products in all major markets.

Our seed portfolio is one of the broadest in the industry, offering over 200 product lines and 8000 varieties. We have a leading market share in vegetables, flowers, corn, sugar beet and oilseeds combined based on sales. Seed products are derived from a germplasm pool and developed further utilizing sophisticated plant-breeding methods. We divide our products into field crops such as corn, soybeans, oilseeds and sugar beet, and horticultural crops, which consist of flowers and vegetables. In 2004, we launched over 230 products. Syngenta, as described earlier, also made a number of investments to strengthen its Seeds Field Crops business in the North American corn and soybean markets. These investments included corn germplasm, breeding materials and inbreds from the U.S. based company CHS Research LLC, acquisition of a 90% stake in the Golden Harvest family of companies, acquisition of 90% of the North American corn and soybean business of Advanta BV, which trades as Garst, and purchase of glyphosate tolerance technology for corn (GA21) from Bayer CropScience. In addition to increasing Syngentas range of high-quality germplasm, these transactions enable Syngenta to offer a complete range of biotechnology input traits in both corn and soya in 2005. Below are tables showing examples of products in

development and recently launched products. Products in development are those that we are planning to bring to market. Recently launched products are those that we have introduced in the past two years. These lists are not comprehensive, but provide an indication of the large number of products in our range.

<b>Products in Development</b>			
<b>Crop Species</b>	<b>Targets</b>		
<b>Field Crops</b>			
Corn	Combined glyphosate tolerance, European corn borer and corn rootworm control High extractable starch		
Soybean	High yield, stress tolerance and improved agronomic characteristics High yield, herbicide tolerance, cyst nematode resistance, root rot and disease resistance High oil and high protein		
Sunflowers	High unsaturated fats Broomrape resistance		
Cotton	Broad spectrum insect control		
Rice	High nutrition rice		
Sugar beet	Disease and virus resistance		
<b>Vegetables and Flowers</b>			
Tomatoes, lettuce, melons and peppers	Virus and fungal disease resistance		
Dulcinea Sweet & Juicy Golden Honeydew	Fruit quality		
New Guinea Impatiens	New flowers product line		
<b>Recently Launched Products</b>			
<b>Product</b>	<b>Crop Use</b>	<b>Targets</b>	<b>Market</b>
<b>Field Crops</b>			
NK brand N46-J7	Corn hybrid	Insect resistance and herbicide tolerance	United States
NK brand N35-B8	Corn hybrid	Yield, insect resistance and herbicide tolerance	United States
NK brand S28-L9	Soybean variety	Herbicide tolerance, cyst nematode resistance, root rot and disease resistance	NAFTA
Colossus	Hybrid barley	Yield, agronomic performance and stability	United Kingdom
UNIPEL	Sugar beet	Seed pellet for speed of emergence and buffer effect for seed treatment	United States
Tropical sugar beet	Sugar beet	Adaptation to tropical growing conditions	India
NK brand Tekny	Sunflower	High yield	France / EE
NK brand Sanay	Sunflower	IMI-herbicide tolerance	Turkey / Spain

**Vegetables and  
Flowers**

Rogers Sebring Dulcinea brand PureHeart Watermelon	Tomato Personal size seedless watermelon	Fusarium race 3 resistant determinate beef tomato  New watermelon concept	United States  United States / Europe and Australia
Dulcinea brand Extra Sweet Tuscan Style Cantaloupe	Melon	Full-flavored, super-sweet, juicy fruit	United States
Kumato Toscanella tomato	Tomato Tomato	Sweet tasting tomato with a chocolate colored skin Small sweet tomato	UK Switzerland, Australia, Netherlands
Millennium melon A Cut Above Braveheart begonia variety Moonstruck marigold variety	Melon Vegetative cuttings Begonia Marigold	Sweet, long tasting melon with year round supply Consistent quality cuttings for flower production Early blooming with vibrant, early color Double blooms with large, round flower heads	Europe United States United States United States

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*Products in Development*

We seek to produce improved hybrid and varietal seeds to meet the varying circumstances and demands of our customers. We work towards further improvement of traits advantageous to the grower, i.e., input traits, such as resistance to diseases and insects, and greater yield. We are also concentrating on developing products that are advantageous to the food and feed industry and to the consumer, i.e., output traits such as improved digestibility and net protein utilization for crops used for animal feed, oilseeds that produce higher quantities or healthier oils and vegetables with improved flavor, texture and appeal.

*Recently Launched Products*

The following recently launched products illustrate our capability as a technology integrator and our commitment to the food chain:

- *2003 saw the landmark introduction of the hybrid barley Colossus, marketed in the UK as part of the Hybrid Barley System, a program with selected Crop Protection products and agronomic advice to help growers achieve the maximum potential available.*
- *Dulcinea Farms LLC is a collaboration in the United States with Tanimura & Antle, a leading US produce grower, aimed at growing, distributing and promoting an assortment of premium watermelon and melon varieties. In 2004, just under three million cartons of the flagship products PureHeart, a personal sized*

*seedless watermelon and a Tuscan style cantaloupe have been distributed through 7000 stores across the United States and Canada. Efforts to further strengthen the pipeline for this joint venture continue and test marketing of similar products continue in Europe and other parts of the world.*

- *Syngenta is working with two partners in the United Kingdom in a pilot project to turn oilseed rape into electricity, using an NK brand oilseed rape hybrid and Syngenta Crop Protection products. This is the first such commercial project in Europe.*

#### *Key Marketed Products*

##### *Field Crops*

- *Corn. We offer NK , as well as the newly acquired Garst® and Golden Harvest , brand corn hybrids via direct distribution channels in a full range of maturities. In addition, hybrids and inbreds are licensed to other seed companies via the Green Leaf Genetics business unit. Syngenta hybrids are characterized by their high yield potential, uniformity and vigor. In addition to a large range of conventional corn hybrids, we offer genetically enhanced Bt corn products, known as NK brand YIELDGARD hybrids which have built-in insect protection.  
(YIELDGARD is a registered trademark of Monsanto Company).*
- *Sugar beet. HILLESHG brand sugar beet seeds are bred to develop high yielding varieties with good disease tolerance, high sugar content, low soil tare and improved juice purity.*
- *Oilseeds. We offer NK brand sunflowers, soybeans and oilseed rape. Our sunflower seed varieties are bred for high yield as well as disease resistance. Syngentas soybean varieties combine high yield and genetic superiority and, in some cases, herbicide tolerance, which gives growers flexibility in their weed control. The companys oilseed rape varieties offer good oil production and plant health.*
- *Cereals. NK , New FarmCrops , AgriPro and C.C. Benoist offer cereals germplasm for multiplication.*

##### *Vegetables and Flowers*

- *Vegetables. Under the S&G and ROGERS brand names, Syngenta offers a full range of vegetable seeds, including cauliflower, sweet corn, beans, peas, tomatoes, peppers, cucumbers, watermelons, oriental radish, cabbage, squash and melons. We breed resilient varieties with high yield potential that can resist and tolerate pests and diseases. We develop genetics that address the needs of consumers and distributors as well as processors and commercial growers. In 2004 we launched more than 150 new varieties into the high value European market, in the key pepper, fresh market tomato and watermelon markets.*
- *Flowers. Under the S&G brand name, we breed flower seeds, plugs and vegetative multiplication material (cuttings) which we sell to commercial growers of horticultural crops. We focus on breeding innovative flower varieties. Our range includes popular bedding plants such as begonia and petunia; pot plants, such as cyclamen; cuttings for, amongst others, the growing market of hanging baskets, such as impatiens and verbena; and a wide range of attractive perennials.*

### **Principal Markets**

The following table sets out 2004, 2003 and 2002 sales of our seed products by region:

#### **Syngenta Sales**

<b>Products</b>	<b>2004</b>		<b>2003 (US\$ million)</b>		<b>2002 (US\$ million)</b>	
	<b>(US\$ million)</b>	<b>(%)</b>	<b>million)</b>	<b>(%)</b>	<b>million)</b>	<b>(%)</b>
Europe & AME	641	52	565	51	448	46
NAFTA	437	35	400	36	412	42
Latin America	86	7	79	7	65	7
Asia Pacific	75	6	60	6	49	5
<b>Total</b>	<b>1,239</b>	<b>100</b>	<b>1,104</b>	<b>100</b>	<b>974</b>	<b>100</b>

### **Production**

Independent contract growers tend and harvest our seed near Syngenta facilities throughout the world. After the harvest, the raw seed is sent to our processing facilities, where it is cleaned, calibrated, treated and packaged. The largest facilities are located in Argentina, Brazil, Canada, France, Hungary, Italy, the Netherlands, Spain, Sweden and the United States. For large seed products, seed production tends to occur as close to the intended markets as possible, in order to achieve cost effectiveness and match the seeds with the growing conditions that are optimal for the variety. This also eases logistics for seed products that require secure storage and timely delivery for the use season.

Due to our global presence, we can engage in seed production year-round and reduce the weather-related seed production risk. In addition, because our facilities are located in both the Northern and Southern hemispheres, we can shorten the time from breeder seed to commercial production so that we can produce marketable quantities more quickly than if we were dependent on only one growing season.

### **Marketing and Distribution**

Our products are marketed throughout the world through well-known brands, some of which have been established for over 100 years. Our flagship brands are NK, GOLDEN HARVEST, GARST, HILLESHG, S&G and ROGERS. The NK brand is used for corn, soybean, sunflowers and oilseed rape, and several other specialty crops. GOLDEN HARVEST and GARST are predominantly used in corn and soybeans. The HILLESHG brand is used in sugar beets and appears in every major market in Europe, Japan and the United States. The S&G brand is a leading brand for vegetables in Europe, Africa and Asia Pacific, and is also known throughout the world for flower seeds, cuttings and young plants. The ROGERS brand is well known in the Americas to growers and the food-processing industry for vegetable seeds. Our sales force markets the majority of our brands, to customers directly, in partnership with distributors, or through a network of dealers.

Seed and crop protection products have traditionally been marketed separately. However, to provide integrated crop solutions and services, our seeds business is increasingly working together with our crop protection business to develop joint marketing approaches and initiatives. The objective has been to combine and capitalize on the strength of each segment to maximize their competitive advantages. This strategy is primarily focused on corn, soybeans, vegetables, cereals and rice which, collectively, represent more than half of our crop protection and

seed products combined sales. Where beneficial, crop protection and seed sales forces coordinate customer approaches and jointly promote products offering crop solutions that include broad product combinations and services.

### **Research and Development**

We operate 98 breeding and germplasm enhancement centers, which focus on advancing the performance, stability and quality of seed varieties for more than 17 food crops. Because our customers need locally adapted crop varieties, and in order to satisfy local concerns, our centers are located around the world. At these centers, over one thousand permanent employees focus research efforts on creating new varieties with greater productivity, tolerance to pests and other environmental stresses, and better quality characteristics such as nutritional composition, safety, consumer appeal and shelf life.

We operate biotechnology and seed research technology sites in Brazil, France, the Netherlands, Sweden and the United States. At these sites, we apply advanced marker-assisted breeding, and seed processing, pelleting, coating and upgrading technologies to seed products. Total research and development spending was US\$186 million in 2004, US\$164 million in 2003

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and US\$156 million in 2002. Spending in 2003 and 2002 has been adjusted for the reallocation of the corn trait development expenditure to the Seed business from Plant Science.

We expect that end users such as livestock feeders, grain processors, food processors and other partners in the food chain will continue to demand specific qualities in the crops they use as inputs. We have entered into a number of targeted alliances with other enterprises in order to broaden further our germplasm base and create more valuable products. None of these alliances are currently material to our business, and it is difficult to predict which of these alliances is most likely to produce a successful product in the future. In most cases, royalties are payable upon commercial exploitation. The list below is a sample of the alliances in which we are currently engaged:

- *Secobra Recherche SA, a minority shareholding in a malting barley research consortium with major malting and brewing interests. The shareholders have mutual rights of first refusal for technology and new varieties.*
- *Maisadour Semences SA, a minority shareholding in a corn and sunflower seed company in France.*
- *In addition, we have entered into a number of research and development agreements with companies and academic institutions around the world, including agreements with: Wageningen Agricultural University, for GIS technologies for Europe.*

### **Competitive Environment**

The main competitive factor in the seeds industry remains the quality of the seed and plant germplasm. Historically, competition in the seeds industry has been fragmented, with small producers competing in local markets. More recently, however, technological advances requiring higher research and development spending, along with price competition brought about by oversupply, have forced new alliances and created greater competition in product development, marketing and pricing. This environment favors the companies that have a biotechnological platform and the competition is increasingly differentiated on this basis. At present, Syngentas

leading competitors in terms of sales in the seed market are: Advanta, Ball, Bayer, Dow (Mycogen), KWS, Limagrain, Monsanto/Seminis, Pioneer/DuPont, Sakata, and Takii.

### ***Intellectual Property***

We maintain the ownership of, and control the use of, our inbreds and varieties by means of intellectual property rights, including, but not limited to, the use of patents, trademarks, limited licenses, trade secrets, plant variety protection certificates and language placed on packaging. The level of protection varies from country to country according to local laws and international agreements. We do not expect that the expiration of patents in the near future will have a material impact on our sales.

In the United States, conventional seed is not subject to regulation. Genetically modified crops are regulated by the United States Department of Agriculture, the Environmental Protection Agency and the Food and Drug Administration.

In the EU, new varieties of vegetable and agricultural (field crop) species, whether transgenic or not, must be registered on an Official List before they may be commercialized. Such varieties are subjected to field tests at an official examining institute and must be distinct from other known varieties, as well as be sufficiently uniform and stable. New agricultural plant varieties are additionally subjected to tests for agronomic or agricultural value. The agronomic value of the new variety must be better than that of the existing varieties.

With respect to genetically modified crops, the EU has adopted legislation specific to genetically modified organisms, including Directive 2001/18/EEC on the deliberate release of genetically modified organisms, and Regulation (EC) No. 258/97, which addresses food safety.

The International Seed Testing Association has established standards for seed purity, which are required to be met by all seed certified for trade between countries of the Organisation for Economic Cooperation and Development (OECD). There are different categories of seed (basic seed, certified seed, standard seed), which have their own minimum standards. In addition, there are minimum national standards.

### **Plant Science**

From improved food, to more efficient fiber and pollution-reducing animal feed, biotechnology holds enormous promise for humanity. While they have had a significant impact on agriculture, the biotechnology products introduced to date only hint at the benefits that are possible for growers and consumers alike. With its strong research capabilities, intellectual property and leadership across multiple areas of agribusiness, Syngenta believes it is well positioned to realize the potential of this science.

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The Plant Science business is built around a core of independent business teams with responsibilities for specific crops or other areas of emphasis. The mission of Plant Science is to capitalize upon the company's considerable strengths and marshal the resources needed to take Syngenta to the forefront of commercial biotechnology.

Plant Science directs early stage research and technology expenditure as well as expenditure for development and marketing activities to create new business opportunities. This sharp focus will allow Syngenta to identify the best new ideas in biotechnology and let both strong science and good business judgment drive its investment choices.

### **Production**

Plant Science manufactures and sells one product, QUANTUM Phytase, a microbial produced animal feed supplement, which is commercially available in Mexico and Brazil. There are two stages to the microbial phytase manufacturing process, production of the active enzyme by fermentation and formulation. Both processes are currently carried out under toll manufacture arrangements.

**Products in Development**

Plant Science generates some income through product sales of QUANTUM Phytase in Mexico, with registration in the United States awaited, and through outlicensing of technology. Syngenta expects future income to arise from new product development, licensing and other arrangements. To drive near term success, Plant Science has put emphasis on the commercialization of close-to-market projects that are aligned with the strengths of the Syngenta Crop Protection and Seeds businesses. Syngentas 2004 acquisitions of Garst and Golden Harvest to strengthen its business in the North American corn and soybean seed business and the licensing of biotechnology products for cotton to Delta and Pine Land Company are expected to increase the availability and penetration of Syngenta biotech traits when commercialized. Following the acquisitions, corn trait development activities have been transferred to the Seeds business as part of Field Crops, where future commercial benefits will be realized.

For the longer term, Syngenta is exploring opportunities in emerging areas of biotechnology such as enzymes and plant made pharmaceuticals. The latter has the potential to make the next generation of medicines more readily available to patients. Some of the Plant Science projects described here are within five years of commercial availability.

Sectors	Targets
Cotton	VipCot for improved resistance to insects Herbicide (glyphosate) tolerance
Wheat	Disease resistance
Animal Feed	QUANTUM Phytase providing reduced pollution and improved production economics
Crop processing	Amylase corn for use in the production of ethanol
Rice	Humanitarian Golden Rice working in public-private partnership to increase levels of beta carotene in rice as one potential solution to Vitamin A deficiency for the developing world

**Research and Development**

Syngenta maintains its primary center for biotechnology research at Syngenta Biotechnology, Inc. (SBI) in Research Triangle Park in the United States. This site is dedicated to research in agricultural genomics and biotechnology and in June 2004 Syngenta announced that it would transfer biotechnology research work from its Jealotts Hill facility and concentrate biotech research at SBI. In-house work is complemented and strengthened through numerous alliances and collaborations. In February 2003, Syngenta and Diversa Corporation formed a broad collaboration to establish a shared biotechnology research platform for new plant science applications and enzyme discovery, as well as for selected antibody generation and other biopharma product development. Pursuant to the collaboration, in February 2003, Diversa acquired certain technology rights from Syngenta for pharmaceutical applications and in exchange, Syngenta received an increased equity stake in Diversa.

In the second quarter of 2004, Syngenta and Diversa concluded a new agreement that folded their earlier animal feed collaboration that commenced in 1999 into the broader research agreement concluded in 2003. In addition to Diversa, examples of other Syngenta external alliances include:

- *Delta and Pine Land Company of the USA: licensing arrangement for insect control in cotton.*

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- *SemBioSys: provided Syngenta with access to oilbody technology that is useful across a number of future products in biopharma.*

- *University of North Carolina at Chapel Hill: studies on disease resistance mechanisms in plants.*

The following are key capabilities in developing transgenic crops:

- *Ability to find useful genes: Syngenta is capitalizing on its pioneering work in mapping the rice genome and also accessing external sources through its collaborations with various university labs around the world and through its Diversa strategic alliance.*
- *Plant transformation: This is the process of introducing new genes into the existing genetic constitution of plants. Pioneering work in this area is done in Syngentas research center at SBI.*
- *Use of marker genes: There has been significant public and regulatory debate over the use of microbial antibiotic resistance as a marker technology. Syngenta has developed and patented an alternative sugar based system trademarked Positech that is widely used by researchers.*
- *Trait expression: This is the process of regulating genes to achieve various levels of expression in different tissues. This is achieved through specialized promoter DNA sequences. Syngentas work with the rice genome has resulted in the discovery and patenting of a wide range of promoters.*

All biotechnology products are subject to intense regulatory scrutiny. An extensive Syngenta network of regulatory specialists around the world ensures continued dialogue and compliance with the authorities regarding regulatory dossier submissions, insect resistance management programs and participation in further development of the biotech regulatory framework.

Total research and development spending for Plant Science was US\$124 million in 2004, US\$109 million in 2003 and US\$116 million in 2002. Spending in 2003 and 2002 has been adjusted for the reallocation of the corn trait development expenditure to the Seed business from Plant Science.

### **Principal Markets**

The market environment for products enhanced through biotechnology is complex. In the Americas, Australia and Asia, benefits such as better protection from pests and improved farming efficiency have been realized and the technology widely accepted. Although there has been progress recently in the European market, consumer opinion is mixed and the regulatory framework remains stalled.

### **Competition**

The major investors in biotechnology are the main crop protection and seed companies: Monsanto, DuPont/Pioneer, Syngenta, Bayer and Dow. The majority of the transgenic products commercialized to date are traits that improve performance and farming efficiency in major world crops such as corn, soya, cotton and canola (input traits). As a result, access to germplasm as a platform for trait commercialization is a key competitive advantage. In the future, we expect that increased emphasis will be placed on developing products that provide benefits to food and feed processors, retail trade and consumers (output traits). One future competitive advantage is expected to be the ability to develop partnerships to allow delivery of biotechnology traits to the target market sectors. In the future, Syngentas move into new markets may result in other companies becoming competitors. In the animal feed market, for example, major companies include DSM and BASF.

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### ***Intellectual Property***

Intellectual property laws protect products developed through biotechnology in the countries in which they are made and marketed. Syngenta takes advantage of the full spectrum of intellectual property laws, including utility patents, plant variety protection certificates, plant breeders rights, plant patents, trade secrets, and trademarks. The level and type of protection varies from country to country according to local laws and international agreements. Syngenta has one of the broadest patent and trademark portfolios in the industry. In addition to income from development and commercialization of transgenic products, income is generated from licensing arrangements. Syngenta respects the intellectual property rights of others and will defend its intellectual property rights as necessary.

### ***Government Regulation***

The field-testing, production, import, marketing and use of our products are subject to extensive regulation and numerous government approvals.

Registration and re-registration procedures apply in all major markets.

Products must obtain governmental regulatory approval prior to marketing. The regulatory framework for such products is designed to ensure the protection of the consumer, the grower and the environment. Examples of the regulatory bodies governing the science include the US Environmental Protection Agency and the US Food and Drug Administration.

Regulatory bodies can require ongoing review of products derived from biotechnology based upon many factors including the need for insect resistance management. Even after approval, products can be reviewed with the goal of ensuring that they continue to adhere to all standards, which may have changed or been added to since the product was initially approved. This type of ongoing review applies in most major markets.

Government regulations, regulatory systems, and the politics that influence them vary widely among jurisdictions. Obtaining necessary regulatory approval is time consuming and costly, and there can be no guarantee of the timing or success in obtaining approvals.

### ***Organizational Structure***

Please refer to Note 32 to the consolidated financial statements for a description of the significant legal entities comprising the Syngenta group.

### ***Property, Plants and Equipment***

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Our principal executive offices are located in Basel, Switzerland. Our businesses operate through a number of offices, research facilities and production sites.

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The following is a summary of our principal properties (production sites are crop protection unless otherwise stated):

Locations	Freehold/Leasehold	Approximate area (square feet)	Principal Use
Rosental, Basel, Switzerland	Freehold	838,400	Headquarters, research <sup>(1)</sup>
Dielsdorf, Switzerland	Freehold	2,306,000	Administration, marketing. Manufacturing ceased at the end of 2002.
Greensboro, North Carolina, USA	Freehold	2,970,000	United States Headquarters, research
St. Gabriel, Louisiana, USA	Freehold	54,663,400	Production
Jealotts Hill, Berkshire, UK	Freehold	26,910,000	Research center
Bayport, Texas, USA	Freehold	16,945,350	Production
Monthey, Switzerland	Freehold	12,010,000	Production
Huddersfield, West Yorkshire, UK	Freehold	10,756,200	Production
Cold Creek, Texas, USA	Freehold	9,539,900	Production until 2006/2007 <sup>(5)</sup>
Goa, India	Freehold	8,668,000	Production
Grangemouth, Falkirk, UK	Freehold	8,000,000	Production
Landskrona, Sweden	Freehold	6,610,800	Research, production and marketing <sup>(2)</sup>
Greens Bayou, Texas, USA	Freehold	5,898,800	Production
Enkhuizen, The Netherlands	Freehold	4,305,600	Administration, research and marketing <sup>(2)</sup>
Stein, Switzerland	Freehold	1,949,990	Research center
Research Triangle Park, North Carolina, USA	Freehold	1,195,300	Research center
Aigues-Vives, France	Freehold	1,538,680 <sup>(3)</sup>	Production
Nrac, France	Freehold	1,225,800	Production <sup>(2)</sup>
Saint-Sauveur, France	Freehold	1,279,500	Administration, research <sup>(2)</sup>
Nantong, China	Leasehold	896,264	Production
Mnchwilen, Switzerland	Freehold	610,300	Production
Grimsby, UK	Freehold	181,300	Formerly production. Plant closed at the end of 2003.
Kaisten, Switzerland	Freehold	71,000 <sup>(4)</sup>	Production

(1) Used for crop protection and seed business.

(2) Used for seed business.

(3) Only 875,850 square feet are currently used and developed.

(4) Surface area of building/factory which is owned; land itself (143,000 square feet) is owned by third party.

(5) Closure of production site announced.

Please also see Item 4 Information on the Company Business Overview for a description of the products produced at the various properties listed above.

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## **ITEM 5 OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

### **Introduction**

The following discussion includes forward-looking statements subject to risks and uncertainty. See Introduction Forward-Looking Statements at the beginning of this document. This discussion also includes non-GAAP financial data in addition to GAAP results. See Appendix A to Operating and Financial Review and Prospects and Note 2 to the financial highlights for a reconciliation of this data and explanation of the reasons for presenting such data.

### **Constant Exchange Rates**

Over 64% of Syngentas sales and over 65% of Syngentas costs are denominated in currencies other than US dollars. Therefore Syngentas results for the period covered by the review were significantly impacted by the movements in exchange rates. Sales in 2004 were 11% higher than 2003 on a reported basis, but were 7% higher when calculated at constant rates of exchange. The company therefore provides analysis of results calculated at constant exchange rates (CER) and also actual results to allow an assessment of performance before and after taking account of currency fluctuations. To present CER information, current period results for entities reporting in currencies other than US dollars are converted into US dollars at the prior periods exchange rates, rather than the exchange rates for this year. An example of this calculation is included in Appendix A of this section.

### **Overview**

Syngenta is a world leading agribusiness operating in the Crop Protection and Seeds businesses. Crop Protection chemicals include herbicides, insecticides and fungicides to control weeds, insect pests and diseases in crops, and are essential inputs enabling growers around the world to improve agricultural productivity and food quality. Many of these products also have application in the professional products sector in areas such as public health, seed treatment and turf and ornamental markets. The Seeds business operates in two high value commercial sectors: seeds for field crops including corn, oilseeds and sugar beet; and vegetable and flower seeds. Syngenta is also developing a Plant Science business applying biotechnology to improve growers yield and food quality. Syngenta aims to be the partner of choice for Syngentas grower customers with its unparalleled product offer and innovative marketing, creating value for customers and shareholders.

Syngentas results are affected, both positively and negatively, by, among other factors: general economic conditions; weather conditions (which can influence the demand for certain products over the course of a season); commodity crop prices and exchange rate fluctuations. Government measures, such as subsidies or rules regulating the areas allowed to be planted with certain crops, also can have an impact on Syngentas industry. Syngentas results are also affected by the growing importance of biotechnology to agriculture and the use of genetically modified crops.

Syngenta operates globally to exploit its technology and marketing base. Syngentas largest markets are Europe, Africa and the Middle East (EAME), and NAFTA, which represented 40% and 32% respectively of consolidated sales in 2004 (2003: 39% and 34%, 2002: 37% and 37%). Both sales and operating profit are seasonal and are weighted

towards the first half of the calendar year, which largely reflects the northern hemisphere planting and growing cycle.

Manufacturing and research and development are largely based in Switzerland, the United Kingdom and the United States of America.

The consolidated financial statements are presented in US dollars, as this is the major currency in which revenues are denominated. However, significant, but differing proportions of our revenues, costs, assets and liabilities are denominated in currencies other than US dollars. Approximately 25% of sales in 2004 were denominated in euros, while a significant proportion of costs for research and development, administration, general overhead and manufacturing are denominated in Swiss francs and British pounds sterling. Sales in Swiss francs and British pounds sterling together make up 3% of total sales. Marketing and distribution costs are more closely linked to the currency split of the sales. As a result, operating profit in US dollars can be significantly affected by movements in exchange rates, in particular movements of the Swiss franc, British pound sterling and the euro relative to the US dollar, and the relative impact on operating profit may differ to that on sales. The effects of currency fluctuations have been reduced by risk management strategies such as hedging.

The consolidated financial statements are based upon Syngentas accounting policies and, where necessary, the results of management estimations. Syngenta believes that the critical accounting policies and estimations underpinning the financial statements are, (i) adjustments for doubtful receivables, (ii) environmental provisions, (iii) impairment and (iv) defined benefit pensions. These policies are described in more detail later in this report.

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In 2004, improved sales reflected agricultural market recovery in Europe following the 2003 drought and continued strength in Latin America. Results of operations in 2003 and 2002 reflect the impact of low crop commodity prices and difficult agricultural market conditions, though there were some signs of stabilization in the crop protection market in the second half of 2003. In addition, Syngenta sells its products through distribution channels in order to service the end user of its products and in several countries these distributors have carried high levels of inventories at certain times in the past. Syngenta has been working with distributors in several countries to reduce the level of inventories and thereby align sales from Syngenta more closely with sales by the distributor to the crop grower and usage by the crop grower on the farm. Amongst other benefits, this strategy reduces credit risk and is one that Syngenta has most effectively pursued in Latin America. In particular, as a result of adverse economic conditions in the Brazilian market during 2001, which led to lower sales to end-users, inventories in the distribution channel reached particularly high levels. During 2002, Syngenta worked to reduce these inventories. This was an example of what is referred to as channel de-stocking. Sales by Syngenta in that year were reduced below the level of usage by the grower and are typically below the level of Syngenta sales in the previous year. In the year following channel de-stocking, Syngentas sales are more in line with usage by the grower and typically are therefore higher than sales in the previous year.

On February 11, 2004, Syngenta announced a program to return over US\$800 million to shareholders over the three year period from 2004 to 2006, through a combination of a share repurchase program and a progressive dividend policy. On February 10, 2005, Syngenta announced that the size of the program had been increased to over US\$1 billion over that same period. In 2004 Syngenta paid a dividend of CHF1.70 per share, increased from CHF0.85 per share paid in 2003 and paid by way of a nominal par value reduction, with a total payment of US\$142 million. In addition, Syngenta purchased approximately 1.7 million shares at an average price of CHF107.2 per share and a total cost of around US\$143 million. The Board has recommended a further increase in the dividend to CHF2.70 per share to be paid in 2005, again by way of a nominal par value reduction, subject to shareholder approval at the AGM on April 26, 2005.

#### **Seeds Acquisitions and Reallocation of Trait Development Costs to Seeds**

On September 1, 2004, after Fox Paine acquired a 10% interest in the Advanta corn, soybean and wheat seed business in North America, Syngenta acquired 100% of the shares of Advanta B.V. On September 8, 2004, Syngenta sold Advanta B.V.'s European, Asian and Latin American subsidiaries and other parts of its North America business to Fox Paine & Co. The net cash cost of acquisition, after deducting proceeds of assets purchased exclusively for resale and cash in the acquired companies was US\$325 million. Syngenta retains a 90% interest in Advanta's former corn, soybean and wheat seed business in North America, which trades as Garst.

On July 31, 2004, in a single transaction, Syngenta acquired a 90% voting interest in each of the following entities which are collectively referred to as Golden Harvest: Garwood Seed Co.; Golden Seed Co. LLC; Golden Seed Co. Inc.; J C Robinson Seeds Inc.; Sommer Bros Seed Co.; Thorp Seed Co.; and Golden Harvest Seeds Inc. The cost of the acquisition, net of cash acquired was US\$154 million.

These transactions are described in Note 3 to the consolidated financial statements. The acquisitions significantly enhance Syngenta's share in the US corn and soybean seeds markets, reported within Field Crops. However, with completion of the transactions after the end of the main 2004 selling season, the acquisitions did not significantly contribute to sales in 2004. Following the acquisitions, corn and soybean trait development expenditure has been transferred to Seeds, where future revenues will be realized; these costs have been reallocated from Plant Science to Seeds with retrospective effect as shown in Note 4 to the consolidated financial statements.

### **Divestment of SF-Chem AG**

On September 30, 2004, Syngenta sold its 75% interest in its sulphur and chlorine-based chemical intermediates business, SF-Chem AG, to a private equity buyer for US\$46 million. This business was previously shown as part of the Crop Protection segment, and has now been presented as a discontinued operation in the consolidated income statement and segmental results. This transaction is described in Note 3 to the consolidated financial statements.

### **Changes in Accounting Policies**

The International Accounting Standards Board issued several new or revised accounting standards between December 2003 and March 2004. These standards are mandatory for Syngenta as from January 1, 2005. Wherever practicable, Syngenta has adopted these standards early as from January 1, 2004. Notes 2 and 34 to the consolidated financial statements contain a full description of the changes. Where relevant, the 2002 and 2003 information in the consolidated financial statements has been adjusted to reflect the new presentation.

### **Merger Synergy Program**

Syngenta was formed in November 2000 as a result of the merger of the Zeneca agrochemicals business with the Novartis agribusiness. The merger was part of a general trend to consolidation in the crop protection and agrochemicals industries as market growth slowed. One of the principal strategies announced by the new combined company was to implement a cost savings and synergies program in the crop protection business (which we refer to as the Merger Synergy Program), and implementation of such plan has been an integral element of Syngenta's business strategy since the merger. Because there

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was no duplication by the combining companies in the seeds business, the Merger Synergy Program did not contemplate savings in that segment. At the time of the merger, US\$525 million of cost savings were identified through the implementation of synergy programs to eliminate duplicated activities between the businesses. Approximately 40% of such savings were expected to come from rationalizing SG&A functions largely through headcount reductions of the combined staff and closure of duplicated offices. Approximately 40% were expected from economies in manufacturing capacity. The balance was expected from R&D synergies, also through headcount reductions, the closure of excess and duplicated research facilities and development field stations and

increased site alignment with specific centers of excellence. Planned realization of such cost savings was expected over the three-year period following the merger, with 30% to be realized in 2001, 70% by the end of 2002 and 100% by the end of 2003. These targets were set forth in the prospectus used by Syngenta in connection with the merger. This estimate was increased in 2002 to a target of US\$625 million and was expected to be achieved by the end of 2004. The increase was partly the result of further opportunities identified after the start of implementing the program and also in response to continuing adverse market conditions. These cost savings targets were to be measured against the total operating costs (cost of goods sold plus operating expenses) of the combining companies in 2000, prepared with financial measurement in accordance with IFRS and consistent with the unaudited pro forma combined financial statements for Syngenta included in the prospectus dated November 10, 2000, relating to the global offering of Syngenta shares, except that such measure of total operating costs in 2000 is net of gains on mandated product divestments of US\$582 million. It was originally estimated that cash restructuring costs of US\$900 million, including costs of the merger transaction and the business integration, would be incurred to complete this program. This estimate was increased to US\$1 billion when the cost saving target was increased to US\$625 million in 2002.

This section provides a final update on the Companys progress in achieving these targets. This update is included (i) so that investors who invested in Syngenta on the basis of our cost savings strategy can measure our progress and (ii) because the implementation of the cost savings strategy has been one of the principal drivers of the changes in our margins and operating income since the merger. Information about cumulative annual savings is presented, which refer to savings in the relevant year compared to 2000, and additional annual savings, which refer to annual savings in the relevant year compared to the prior year. For example, for 2004 it is reported below that cumulative annual savings from the Merger Synergy Program are US\$647 million, which means that annual savings in 2004 of US\$647 million were achieved compared to pro forma total costs in 2000, and it is reported that additional annual savings of US\$88 million were achieved, which means that US\$88 million of the US\$647 million in total savings are additional cost savings relative to those achieved in 2003. Such additional annual savings include savings achieved for the first time in 2004 and the full year impact of savings achieved in 2003. The sum of the additional annual savings from 2001 to 2004 equals the cumulative annual savings for 2004. The 2004 savings represent the last savings expected to be achieved as part of the merger synergy program.

Up to the end of 2003, cumulative annual savings under the merger synergy program were reported as US\$559 million, with additional annual savings in 2001, 2002 and 2003 of US\$165 million, US\$197 million and US\$197 million respectively. The calculation of these merger synergy related cost savings is described in the Operating and Financial Review and Prospects within Syngentas annual report, as amended, filed with the Securities and Exchange Commission on December 6, 2004. The calculations for 2002 and 2003 have been adjusted below for the changes in accounting policy and the divestment of SF-Chem AG noted above, though with no change to reported savings. Additional annual savings in 2004 slowed to US\$88 million as the program was completed, bringing the final cumulative annual savings from the program to US\$647 million.

On a reported basis, total operating costs in 2004 were US\$6,728 million, which represent an increase of US\$724 million compared to the total operating costs of US\$6,004 million in 2003 (as adjusted for changes in accounting policy as set out in this report). In calculating total merger synergy savings, restructuring and impairment are excluded, which in 2004 principally represents the direct costs of implementing the Operating Efficiency Program. Restructuring and impairment amounted to a net cost of US\$354 million in 2004 and a net cost of US\$163 million in 2003. The achievement of US\$88 million in additional savings is calculated after further excluding the impact of changes in economic and industry conditions and changes impacting Syngenta that have impacted the companys results but which are beyond the scope of the Merger Synergy Program. The excluded costs over the 2000 to 2004 period have been consistently applied and include variances with favorable impact on costs such as lower sales volumes (the volume growth in 2004 has adversely impacted reported costs) or improved product mix (which would be inappropriate to classify as synergy benefits) and include adverse items such as the impact of financial market factors on pension costs and of a widespread increase in insurance premiums which were unforeseeable at the time of the merger and which impacted the industry in general and would have impacted both predecessor businesses had the merger not occurred. The impact of currency on the cost base, which had both favorable and adverse effects over the 2000 to 2004 period and which was offset by a favorable impact on revenues, was excluded. Other excluded items are described below. While adjustments for these items were made to calculate the level of merger synergy savings achieved, these items have had a significant impact on the reported results and Syngentas ability to become more efficient following the merger. No allowance was made in the calculation for cost or salary inflation over the period as it was recognized that it was unlikely that the crop protection business would be able to pass on higher costs to customers through higher sales prices and that, therefore, the impact of higher costs would need to be absorbed if ongoing earnings growth was to be achieved. Accordingly, investors should use caution in evaluating the presentation of synergy cost savings because such presentation excludes important increases in costs that have affected the companys financial results since 2000. It is important to read

the entire Operating and Financial Review and Prospects contained in this annual report to fully understand how costs have changed in 2004.

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The principal changes in economic and general industry conditions in 2004 that have impacted results but which are not related to the merger synergy program and which have been excluded from the merger synergy costs savings calculation are:

- *Weakening of the US dollar, which, while benefiting reported sales, has increased reported costs to the extent such costs are denominated in other currencies. The impact of exchange rates has been excluded in calculating merger synergy savings.*
- *World stock markets and interest rates have declined significantly since 2000. As a result, Syngentas pension plan investments have declined in value over that period, and the present value of Syngentas pension obligations (which are calculated using a discount rate equal to the current long term interest rate on AA rated corporate bonds) have increased. The impact of changes in pension costs have consistently been excluded from our merger synergy savings as such increase was the result of a change in economic conditions that would have also impacted the two prior companies absent a combination. Defined benefit pension costs in 2004 are estimated to be marginally lower than in 2003 and this benefit has been excluded from the calculation.*
- *Insurance premiums increased significantly across insurance categories in 2002, and 2003, primarily impacting Syngentas results beginning in 2003. These increases related to the insurance market generally and were not specific to Syngenta or any change in the risk profile of Syngenta. The impact of such increased premiums have been excluded from Syngentas merger synergy savings for similar reasons as for the change in pension costs. The increase in costs in 2004 is relatively minor compared to 2003, but has been excluded from the calculation for consistency.*

In addition to the above general industry and economic factors, certain factors, both favorable and adverse, have impacted Syngentas reported cost base over the 2000 to 2004 period that are not relevant to evaluating merger synergy cost savings and have therefore been excluded as well. Specifically:

- *As a result of generally weak industry conditions, until 2003, crop protection sales volumes fell over the 2001 to 2003 period, which reduced cost of goods sold, but increased in 2004. Adjustments to the reported savings were made because it would not be appropriate to include the impact of volume changes, favorable or adverse, as a cost saving from the synergy program.*
- *To improve gross margins, several lower margin, older products have been removed from the sales range and largely been replaced with new higher margin products, which also reduced cost of goods sold per dollar of products sold. Reported savings have also been adjusted to exclude this change, as it is not appropriate to count reduced cost of goods sold due to a change in product mix as a cost saving from the synergy program.*
- *The merger synergy program did not encompass the seeds business, as there was no duplication of activities in this segment. Therefore all changes in costs related to that business are excluded from the calculation. In 2004, the reported cost growth in the seeds business included the impact of acquisitions.*

- In 2002, a major coordinated project was initiated to enhance Syngenta's business processes and systems known as *Creating Syngenta*. Because the costs related to this significant project are not expected to be indicative of operations going forward (the project is expected to deliver future business benefits through, for example, the implementation of customer relationship management (CRM) processes and systems) and this project is not related to the merger synergy program, such costs are excluded. In 2004, as the project neared completion, costs were lower than in 2003.
- Other specific cost variances outside the scope of the merger synergy program, including provisions for the costs associated with various legal actions in which Syngenta is involved, have been excluded. In 2004 these costs included additional funding for growth businesses of US\$56 million. This additional expenditure was focused on growth projects in the Latin America region and in the Professional Products and Plant Science businesses.

(US\$ millions)	Reported costs	Decrease/(increase) in reported costs <sup>(1)</sup>	Additional Merger Synergy cost savings
2001	5,948		
2002	5,953	(5)	197
2003	6,004	(51)	197
2004	6,728	(724)	88

<sup>(1)</sup> Represents the decrease/(increase) in total operating costs, as reported, in each year compared to the previous year.

The following is a reconciliation of the change in reported costs and the additional merger synergy program savings in 2004, 2003 and 2002:

(US\$ millions)	2004 Additional Savings	2003 Additional Savings	2002 Additional Savings
Change in reported costs	- 724	- 51	- 5
Variations excluded (+ve increase/-ve decrease in reported cost):			
Restructuring expenses	+191	- 233	+119
Exchange rate movements	+274	+445	+70
Crop protection volumes/mix	+136	- 74	- 61
Pension costs	- 8	+45	
Insurance costs	+9	+10	

Seeds	+200	+30	- 2
Creating Syngenta program	- 9	+2	+52
Additional funding for growth	+56		
Operational Efficiency savings	- 7		
Other	- 30	23	+24
<b>Merger Synergy cost savings</b>	<b>88</b>	<b>197</b>	<b>197</b>

### Operational Efficiency Program

On February 11, 2004, Syngenta announced an Operational Efficiency cost saving program. This new program is expected to deliver annual cost savings of US\$300 million by the end of 2008, measured by comparing total operating costs against 2003 reported costs, excluding variances arising due to exchange rate movements, changes in sales volumes or mix, savings related to the merger synergy program and specifically identified expenditures such as growth projects. As noted in the table above, it is estimated that savings of US\$7 million were generated in 2004 from initiatives in the Operational Efficiency program. These 2004 savings were largely in Research and Development following the restructuring announcement in mid-2004. Implementation of the program is currently at an early state and only US\$24 million of the estimated US\$500 million total cash cost of the program had been spent by the end of 2004. Excluding those employed in the Seeds business, headcount in research, technology and development has reduced by nearly 200 in 2004 to approximately 2,600.

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## Results of Operations

### 2004 Compared to 2003

#### Sales commentary

Total Syngenta consolidated sales for 2004 were US\$7,269 million, compared to US\$6,525 million in 2003 with growth of 11% in US dollars and 7% at constant exchange rates due to higher sales volumes. The analysis by segment is as follows:

(US\$ million, except growth %)	Full Year		Growth	
	2004	2003 (adjusted) <sup>(1)</sup>	Actual %	CER %
Crop Protection	6,030	5,421	+11	+7
Seeds	1,239	1,104	+12	+6
<b>Total</b>	<b>7,269</b>	<b>6,525</b>	<b>+11</b>	<b>+7</b>

Sales by region were as follows:

(US\$ million, except growth %)	Full Year		Growth	
	2004	2003 (adjusted)	Actual %	CER %
Europe, Africa and Middle East	2,892	2,543	+14	+4
NAFTA	2,306	2,248	+3	+2
Latin America	1,103	827	+33	+33
Asia Pacific	968	907	+7	+2
<b>Total</b>	<b>7,269</b>	<b>6,525</b>	<b>+11</b>	<b>+7</b>

### Crop Protection

Sales in 2004 were 11% higher than in 2003, following 4% growth in 2003 compared to 2002. The weakness of the US dollar contributed to growth in both years and at constant exchange rates sales were 7% higher in 2004 than 2003 and 2% lower in 2003 compared to 2002. Sales volumes were 8% higher in 2004 than 2003, offset by a 1% decline in local currency prices. Agricultural markets recovered in Europe after the drought of 2003 and remained strong in Latin America. Increased crop disease, notably from soybean rust and septoria resistance, contributed to a strong increase in fungicide sales. Insecticides benefited from the roll-out of new combination products and high insect pest pressure. Total sales of new products grew by 37%, 32% at constant exchange rates to reach US\$688 million with continuing growth in the CALLISTO range (US\$289 million) and in ACTARA / CRUISER (US\$298 million) as well as the successful launch of ENVOKE on cotton in the USA.

Sales by product line are set out below.

Product line	Full Year		Growth <sup>(2)</sup>	
	2004 US\$ million	2003 US\$million (adjusted)	Actual %	CER %
Selective herbicides	1,867	1,717	+9	+4
Non-selective herbicides	645	616	+5	+2
Fungicides	1,702	1,438	+18	+12
Insecticides	1,049	960	+10	+7
Professional products	708	642	+9	+5
Others	59	48	+21	+16
<b>Total</b>	<b>6,030</b>	<b>5,421</b>	<b>11</b>	<b>7</b>

(1) Comparative figures have been adjusted to apply retroactively the changes in accounting policy described in Note 2 of the consolidated financial statements.

(2) Product line variances take into account minor reclassifications made in 2004.

Herbicides are products that prevent or reduce weeds that compete with the crop for nutrients and water. Selective herbicides are crop-specific and capable of controlling weeds without harming the crop. Non-selective herbicides reduce or halt the growth of all vegetation with which they come into contact.

Fungicides are products that prevent and cure fungal plant diseases that can drastically affect crop yield and quality.

Insecticides are products that control chewing pests such as caterpillars and sucking pests such as aphids, which reduce crop yields and quality.

Professional products are herbicides, insecticides and fungicides used in markets beyond commercial agriculture such as seed treatment, public health, and turf and ornamentals.

**Selective Herbicides:** major brands BICEP MAGNUM, CALLISTO/LUMAX, DUAL MAGNUM, FUSILADE MAX, TOPIK

Selective herbicides sales increased by 9%, 4% at constant exchange rates with volumes 5% higher but local currency prices averaging 1% lower. Sales growth was driven by the CALLISTO range, which grew further in the US corn-belt with the launch of LEXAR in central and southern states. CALLISTO sales also expanded rapidly in Europe. A decline in US sales of DUAL/BICEP MAGNUM was partially offset by growth in other regions. ENVOKE made a significant contribution following its launch on cotton in the USA and there was further growth in Brazil. TOPIK benefited from favorable conditions in France and southern Europe and from strong demand on wheat in India; in the expanding markets of Eastern Europe sales were up more than 50%.

**Non-selective Herbicides:** major brands GRAMOXONE, TOUCHDOWN

Sales grew by 5%, 2% at constant exchange rates with volumes 5% higher but local currency prices 3% lower. GRAMOXONE sales increased strongly in China following planned channel inventory reduction in 2003 but were lower in Australia due to drought. A strong recovery in TOUCHDOWN sales in the second half, as volumes increased in NAFTA and Latin America, was partially offset by ongoing price pressure in the USA.

**Fungicides:** major brands ACANTO, ALTO, AMISTAR, BRAVO, RIDOMIL GOLD, SCORE, TILT, UNIX

Fungicide sales registered strong growth across all regions, 18% higher than 2003 overall, 12% when expressed at constant exchange rates with volumes up 13% but local currency prices down 1%. AMISTAR sales exceeded US\$500 million driven by the penetration of soybean rust in Brazil and increased demand on various crops in the USA. Growth in Europe reflected the market recovery following the drought in 2003 and the launch of product combination programs to combat cereal septoria resistance, notably with BRAVO.

**Insecticides:** major brands ACTARA, FORCE, KARATE, PROCLAIM, VERTIMEC

Insecticide sales were 10% higher in 2004, 7% at constant exchange rates, with 9% volume growth partly offset by 2% lower local currency prices. ACTARA sales continued their broad-based increase in penetration in many markets. KARATE sales benefited from the strength of the Latin American markets and from high pest pressure in Europe. US sales of FORCE declined due to a reduction in demand for soil-based corn rootworm insecticides in favor of seed treatment; this was partially offset by increased sales in Eastern Europe.

**Professional Products:** major brands CRUISER, DIVIDEND, HERITAGE, ICON, MAXIM

Professional Product sales were 9% higher in 2004, 5% at constant exchange rates with volumes overall growing 6% but local currency prices 1% lower. Volume growth was reduced by 2% due to range rationalization. Seed treatments continue to gain in popularity among growers in all regions. The main driver was the further success of CRUISER in the USA, and on soybeans in Brazil. Fungicide seed treatments also grew strongly, notably MAXIM in Brazil and France. Turf product sales improved with better weather conditions in the USA and an expansion in direct sales to golf courses in Japan.

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**Commentary on regional performance**


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Region	Full Year		Growth	
	2004 US\$ million	2003 US\$ million (adjusted)	Actual %	CER %
Europe, Africa and Middle East	2,251	1,978	+14	+5
NAFTA	1,869	1,848	+1	
Latin America	1,017	748	+36	+36
Asia Pacific	893	847	+6	+1
<b>Total</b>	<b>6,030</b>	<b>5,421</b>	<b>+11</b>	<b>+7</b>

Sales in **Europe, Africa and the Middle East** increased by 14%, due in part to the weakness of the US dollar and at constant exchange rates were 5% higher due to volume growth. Sales grew across all product lines with notable contributions from the entire fungicide range and selective herbicides, particularly CALLISTO. Double-digit increases were achieved in France and Eastern Europe, the latter benefiting from increased investment in agriculture and economic growth.

In **NAFTA**, sales grew 1%, flat at constant exchange rates with 1% volume growth offset by a similar decline in local currency prices. Selective herbicides sales were stable in a difficult market whilst non-selective herbicide sales continued to be affected by price pressure in glyphosate in the USA, which offset volume growth in Canada. Fungicide sales growth was driven primarily by the success of AMISTAR. Insecticide sales were lower, due to a reduction in sales of FORCE and, to a lesser extent, KARATE. Professional Products notably seed treatment and sales of turf products performed well. Strong growth continued in Canada, where an increase in canola acres drove up sales of CRUISER.

In **Latin America**, sales grew 36%, with 34% from increased volumes and 2% from higher US dollar prices. Sales expanded across the portfolio in Brazil and Argentina as the global competitiveness of growers in the region and strong export demand encouraged an increase in the acreage under cultivation. The strongest growth was in insecticide sales, notably ACTARA and fungicides, with the spread of soybean rust resulting in a significant increase in AMISTAR sales. The launch of the combination product PRIORI XTRA, which has both preventative and curative action, further strengthened Syngentas position in this important new market.

In **Asia Pacific**, sales grew by 6%, partly due to the weakness of the US dollar against the Japanese yen and Australian dollar and at constant exchange rates sales were 1% higher with 3% volume growth offset by a 2% decline in local currency prices. A strong underlying performance in Japan was masked by fourth-quarter channel de-stocking undertaken to align sales more closely with consumption by the grower. Sales grew strongly in China where channel inventories were reduced in 2003. India showed good growth and sales in Australia improved in the second half following an earlier drought.

**Seeds**

Sales increased in all the major crops and regions and were 12% higher than 2003, due in part to the weakness of the US dollar and at constant exchange rates sales were up 6%, with a 3% volume increase and similar increase in local currency prices. Due to the acquisitions of Garst and Golden Harvest being completed after the end of the sales season, the impact of these acquisitions on Field Crop sales was not material.

Product line	Full Year		Growth	
	2004 US\$ million	2003 US\$ million (adjusted)	Actual %	CER %
Field Crops	648	598	+8	+2
Vegetables and Flowers	591	506	+17	+10
<b>Total</b>	<b>1,239</b>	<b>1,104</b>	<b>+12</b>	<b>+6</b>

**Field Crops:** major brands NK corn, NK oilseeds, HILLESHG sugar beet

Sales were 8% higher, helped by US dollar weakness and at constant exchange rates were up 2%, with 3% higher local currency prices offset by a 1% volume decline. Sales of NK corn grew in all regions. Underlying demand for soybean was strong throughout the year, although reported sales were lower due to the holding back of fourth quarter deliveries in the USA to align sales closer to grower consumption for the 2005 season. Oilseed sales were strong driven by growth in NK sunflower. Sugar beet sales increased in strong Eastern European markets.

Sales of genetically modified products accounted for 15% of total Seeds product sales and 2% of total group product sales.

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**Vegetables and Flowers:** major brands S&G vegetables, ROGERS vegetables, S&G flowers

Vegetables and Flowers sales increased by 17%, 10% at constant exchange rates with volumes 8% higher and local currency prices up 2%.

Sales of vegetables grew in all regions. In the USA, sales of DULCINEA products exceeded US\$30 million with continued growth of PUREHEART seedless watermelons, and the successful launch of the BELLAHEART cantaloupe melon. In Europe, a strong performance in fresh S&G tomatoes, melons and squash more than offset market pressure in the processed vegetable segment.

Sales of S&G flowers also increased across all regions reflecting strong genetics, effective supply chain management of young plants and the expansion of direct sales.

#### Commentary on regional performance

Region	Full Year		Growth	
	2004 US\$ million	2003 US\$ million (adjusted)	Actual %	CER %
Europe, Africa and Middle East	641	565	+ 13	+ 3

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NAFTA	437	400	+ 9	+ 8
Latin America	86	79	+ 8	+ 8
Asia Pacific	75	60	+ 26	+ 19
<b>Total</b>	<b>1,239</b>	<b>1,104</b>	<b>+ 12</b>	<b>+ 6</b>

Sales in **Europe, Africa and the Middle East** increased by 13%, helped by the weakness of the US dollar against the euro and at constant exchange rates were 3% higher due to higher local currency prices. Sales were driven by field crops in Eastern Europe, notably corn, sunflower and sugar beet. Vegetable sales benefited from favorable pricing in the fresh segment.

Whilst demand in **NAFTA** field crops was strong throughout the year, the postponement of fourth quarter soybean shipments to align sales more closely with grower consumption, led to lower sales growth. Vegetables sales benefited from the ongoing expansion of DULCINEA, now fully consolidated. Overall, sales in the region were 9% higher, 8% at constant exchange rates with 6% from volume growth and 2% higher local currency prices.

A strong performance in **Latin America** benefited from corn market share gains in Argentina and from the development of the vegetables business in Brazil. Sales were 8% higher in 2004, with volumes 4% higher and a similar increase in US dollar prices.

In **Asia Pacific**, sales increased by 26%, 19% at constant exchange rates with 21% from volume growth partly offset by a 2% decline in local currency prices. Sales of oilseeds and corn performed well in India. In Japan flower sales benefited from the acquisition of Dia Engei in early 2004.

### Operating Income

Variances in the tables below reflect the profit impact of changes year on year. For example, an increase of sales or a decrease in costs is a positive variance and a fall in sales or increase in costs is a negative variance.

	Full Year		Growth
	2004 US\$ million	2003 US\$ million (adjusted)	Actual %
<b>Operating Income</b>			
Crop Protection	713	566	+ 26
Seeds	(20)	59	- 134
Plant Science	(152)	(104)	- 46
<b>Total</b>	<b>541</b>	<b>521</b>	<b>+ 4</b>

Operating income increased by 4% to US\$541 million. Sales increased by 11%, including 4% from movements in exchange rates. Gross profit margin increased by 1.2%, with higher margins in the Crop Protection business due to cost savings and higher capacity utilization from the volume growth. Marketing and distribution costs increased by 16%, 11% when expressed at constant exchange rates, and included the impact of the acquisitions in Seeds which, due to completion after the end of the selling season, increased costs without significantly contributing to sales. Research and development costs increased by 11%, with 6% due to exchange rates. At constant exchange rates, cost savings in research and technology from the restructuring announced in 2004 were more than offset by increased development expenditure in Plant Science and in Seeds, partly due to

the acquisitions. General and administrative costs were 3% lower, 8% at constant exchange rates, largely due to lower costs in Crop Protection. Restructuring and impairment costs increased from US\$163 million in 2003 to US\$354 million in 2004, largely due to the costs associated with the first year of the Operational Efficiency program initiated in February 2004. These costs are described in more detail below.

Excluding the US\$354 million charges for restructuring and impairment, operating income increased by 31%. Despite a favorable impact of exchange rate movements on sales, growth in operating income excluding restructuring and impairment was reduced by 3% due to movement in exchange rates. The adverse impact on the cost base, where the weighting of euro, Swiss franc and British pounds sterling is higher than is the case with sales, more than fully offset the favorable impact on sales. Hedging income under the EBITDA hedging program, which is reported within general and administrative costs, was US\$41 million in 2004 compared to US\$39 million in 2003, and so it had a minor impact on the year on year comparison. Hedges are in place under the 2005 EBITDA hedging program but 2005 hedging income depends on the movements in exchange rates through 2005. The EBITDA hedging program is designed to protect anticipated transactions from adverse movements in exchange rates, using options and forward contracts to reduce volatility in EBITDA (earnings before interest, tax, depreciation and amortization).

### Crop Protection Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2004	2003 (adjusted)	2004	2003	2004	2003 (adjusted)		
Sales	6,030	5,421			6,030	5,421	+ 11	7
Cost of goods sold	(2,922)	(2,712)			(2,922)	(2,712)	- 8	- 2
<b>Gross profit</b>	<b>3,108</b>	<b>2,709</b>			<b>3,108</b>	<b>2,709</b>	<b>+ 15</b>	<b>+ 12</b>
<i>as a percentage of sales</i>	<i>52%</i>	<i>50%</i>			<i>52%</i>	<i>50%</i>		
Marketing and distribution	(1,040)	(916)			(1,040)	(916)	- 14	- 9
Research and development	(499)	(453)			(499)	(453)	- 10	- 2
General and administrative	(539)	(582)			(539)	(582)	+ 7	+ 12
Restructuring and impairment	(317)	(192)	(317)	(192)				
<b>Operating income</b>	<b>713</b>	<b>566</b>	<b>(317)</b>	<b>(192)</b>	<b>1,030</b>	<b>758</b>	<b>+ 36</b>	<b>+ 39</b>
<i>as a percentage of sales</i>	<i>12%</i>	<i>10%</i>			<i>17%</i>	<i>14%</i>		

Average sales prices were 1% lower, but supply chain cost savings and higher capacity utilization from the increased sales volumes drove a 2% improvement in gross margins despite an adverse impact of almost 1% from exchange rate movements.

The weakness of the US dollar increased reported costs at actual exchange rates. Marketing and distribution costs were reported 14% higher, but at constant exchange rates, were 9% higher than 2003. The increase is partly to support business growth and partly due to increased receivable provisions due to the higher sales weighting in

higher risk countries. Research and development reported costs increased by 10% but at constant exchange rates were 2% higher. General and administrative costs were 7% lower, 12% down at constant exchange rates, with reduced amortization and the reduced incidence of events that caused the recognition of new liability provisions.

Restructuring and impairment is defined in Note 7 to the consolidated financial statements. In 2004, these costs largely relate to the Operational Efficiency Program initiated in February 2004. In 2003 these costs were largely associated with the continued implementation of the merger synergy programs. Restructuring and impairment is discussed in more detail later in this section. See also Overview Merger Synergy Program.

Operating income was 26% higher at US\$713 million, despite the increase in restructuring and impairment charges, driven by the higher sales volumes and improved gross profit margin.

With the higher weighting of costs in Swiss francs and British pounds sterling than in sales, and despite hedging income of US\$41 million (2003: US\$39 million), the net effect of the weakening US dollar was to reduce the growth in operating income excluding restructuring and impairment by 3%.

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## Seeds Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2004	2003 (adjusted)	2004	2003	2004	2003 (adjusted)		
Sales	1,239	1,104	□	□	1,239	1,104	+ 12	+ 6
Cost of goods sold	(610)	(536)	□	□	(610)	(536)	- 14	- 9
<b>Gross profit</b>	<b>629</b>	<b>568</b>	□	□	<b>629</b>	<b>568</b>	<b>+ 11</b>	<b>+ 4</b>
<i>as a percentage of sales</i>	51%	51%			51%	51%		
Marketing and distribution	(339)	(275)	□	□	(339)	(275)	- 23	- 17
Research and development	(186)	(164)	□	□	(186)	(164)	- 13	- 10
General and administrative	(99)	(70)	□	□	(99)	(70)	- 41	- 34
Restructuring and impairment	(25)	□	(25)	□	□	□		
<b>Operating income</b>	<b>(20)</b>	<b>59</b>	<b>(25)</b>	□	<b>5</b>	<b>59</b>	<b>- 92</b>	<b>- 109</b>
<i>as a percentage of sales</i>	- 2%	5%			□	5%		

Sales prices were 3% higher in local currencies, but margins were flat largely due to adverse weather impact on yields of vegetable fresh produce and the establishing of common inventory provisioning policies with the acquired Field crop companies. Due to their completion after the end of the main selling season, these acquisitions did not

significantly contribute to sales in 2004, but did increase marketing and distribution, research and development and general and administrative costs in the second half of 2004 by a total of approximately US\$47 million. Marketing and distribution costs were reported 23% higher, 17% higher at constant exchange rates, due to the acquisitions and growth in vegetable fresh produce. Research and development costs increased by 13%, 10% at constant exchange rates, largely due to the acquisitions. General and administrative costs were 41% higher, 34% when expressed at constant exchange rates, due to the costs in the acquired companies and the additional amortization from these acquisitions and other acquired intangibles in 2004. Restructuring and impairment includes US\$7 million post-acquisition impairments of property, plant and equipment in the acquired Field Crop companies and other cash costs associated with integrating Garst and Golden Harvest® and rationalizing duplicated sites and activities.

Weakness in the US dollar contributed an additional US\$10 million to Seeds operating income in 2004 relative to 2003.

### Plant Science Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2004	2003 (adjusted)	2004	2003	2004	2003 (adjusted)		
Sales	□	□	□	□	□	□	□	□
Cost of goods sold	□	□	□	□	□	□	□	□
<b>Gross profit</b>	□	□	□	□	□	□	□	□
<i>as a percentage of sales</i>	□	□	□	□	□	□	□	□
Marketing and distribution	(3)	(2)	□	□	(3)	(2)	- 50	□
Research and development	(124)	(109)	□	□	(124)	(109)	- 14	- 8
General and administrative	(13)	(22)	□	□	(13)	(22)	+41	+49
Restructuring and impairment	(12)	29	(12)	29	□	□		
<b>Operating income</b>	<b>(152)</b>	<b>(104)</b>	<b>(12)</b>	<b>29</b>	<b>(140)</b>	<b>(133)</b>	<b>- 5</b>	□
<i>as a percentage of sales</i>	□	□			□	□		

Research and technology spending was reduced following the restructuring of the research sites initiated in 2004 but this was offset by higher spending on development as projects came closer to commercialization and combined research and development spending was 14% higher, 8% at constant exchange rates.

The restructuring and impairment net gain in 2003 represented the gain of US\$39 million on the sale of technology and intellectual property to Diversa Corporation (□Diversa□), net of a charge of US\$10 million for closure of the Torrey Mesa Research Institute. In 2004 the restructuring charge of US\$12 million related to the rationalization of the research sites under which biotechnology research is to be concentrated in the USA.

## Defined Benefit Pensions

Defined benefit pension costs increased from US\$175 million in 2003 (including US\$46 million of restructuring costs) to US\$221 million in 2004 (including US\$95 million of restructuring costs). The restructuring costs in 2004 included the one-off transition costs of moving to a new scheme in Switzerland that, whilst continuing to be accounted as a defined benefit scheme, has several of the characteristics of a defined contribution scheme, which in particular will reduce the costs associated with early retirement. Excluding the costs associated with restructuring, defined benefit costs have remained broadly flat in 2004.

During 2004, as in 2003, actual investment returns exceeded the long term assumed rate of return. Employer contributions to defined benefit schemes, excluding contributions related to restructuring, increased from US\$110 million in 2003 to US\$144 million in 2004. However, the effect of higher investment returns and contributions was offset by increased pension liability valuations caused by significant reductions in real discount rates in 2003 and further significant reductions in 2004. Overall, the funding ratio (the market value of pension plan assets as a percentage of the projected benefit obligation) improved by approximately 4% in 2003. The funding ratio reduced by approximately 2% in 2004. Defined benefit pensions are described in more detail in Note 26 of the consolidated financial statements. Excluding restructuring costs, defined benefit pension expense in 2005 is expected to be broadly similar to that in 2004.

## Restructuring and Impairment

The following table analyzes restructuring and impairment charges for each of the periods indicated:

For the year to 31 December	2004		2003	
	US\$ million	US\$ million	US\$ million	US\$ million
Restructuring costs:				
Write-off or impairment				
□ property, plant and equipment	(132)		(44)	
□ intangible assets	(1)		□	
□ other assets	(1)		□	
Non-cash pension restructuring charges	(50)		9	
		(184)		(35)
Cash costs				
□ operational efficiency	(136)		□	
□ seeds integration	(16)		□	
□ merger synergy program and other cash costs	(19)		(184)	
		(171)		(184)
Gains from product disposals		1		17
Gain on sale of technology and intellectual property license		□		39
<b>Total restructuring and impairment charge</b>		<b>(354)</b>		<b>(163)</b>

Restructuring represents the effect on reported performance of initiating business changes which are considered major and which, in the opinion of management, will have a material effect on the nature and focus of Syngenta's operations, and therefore requires separate disclosure to provide a more thorough understanding of business performance. Restructuring includes the effects of completing and integrating significant business combinations and divestments.

Restructuring and impairment includes the impairment costs associated with major restructuring and also impairment losses and reversals of impairment losses resulting from major changes in the markets in which a

reported segment operates.

Gains on minor product divestments associated with range rationalization have been reported within this category.

In 2004, restructuring and impairment relates mainly to the Operational Efficiency program announced in 2004. The closure of three production sites has been announced together with the rationalization of two further sites. A further focusing of research activities, including the closure of one site, has also been announced.

The Seeds NAFTA corn and soybean business, within Field Crops, has initiated a restructuring program to integrate the Advanta and Golden Harvest® acquisitions. In addition, the final costs of the merger synergy program, largely associated with the closure of two production sites, were also charged in 2004.

Cash costs of US\$171 million and asset impairments of US\$134 million have been recorded in 2004 for these restructuring initiatives. In addition, as part of the Operational Efficiency program, the rules of Syngenta's pension fund were amended in April 2004, so that whilst it continues to be accounted as a defined benefit plan, there is increased sharing of risks with the employee members against a one-time non-cash transition charge of US\$60 million. This change will reduce the expense

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related to early retirement in future years and reduces Syngenta's exposure to pension fund investment returns. This charge has been partially offset by a US\$10 million favourable non-cash impact of pension fund curtailments associated with restructuring.

In 2003 Syngenta signed a research agreement with Diversa, under which Diversa acquired an exclusive, royalty-free, perpetual license for technology and intellectual property in the pharmaceutical field in exchange for stock and warrants in Diversa. Following completion of this transaction Syngenta closed the Torrey Mesa Research Institute, Syngenta's facility in La Jolla, California. The gain on sale and costs relating to the closure are included in restructuring and impairment charges.

Restructuring costs in 2003 related primarily to merger and integration activities following the formation of Syngenta in November 2000. These costs are part of the previously announced program to deliver synergy cost savings of US\$625 million annually, at a cash cost of around a net US\$1 billion. This program is described in more detail in the "Merger Synergy Program" section of this review.

The non-cash pension restructuring charges represent those direct effects of restructuring initiatives on defined benefit pension plans, for which there is no corresponding identifiable cash payment. Where identifiable cash payments to pension funds are required to provide incremental pension benefits for employees leaving service as a result of restructuring, the amounts involved have been included within cash costs.

### **Financial Expense, net**

Interest expense net of interest income decreased from US\$53 million in 2003 to US\$42 million in 2004 due to lower average net debt in the year. Net currency hedging costs were significantly lower in 2004 due in part to the timing of amortization of option premia for the EBITDA hedging program, where a significant proportion of the costs of the 2004 program were recognized in late 2003 due to the US dollar weakening and volatility at that time. The net result of the balance sheet exposures and related hedging program was also marginally favorable in 2004 and an expense in 2003.

### **Taxes**

The overall tax rate in 2004 was negative 15%, with profits after tax higher than profit before tax, compared to a rate of 35% in 2003. The tax rate on net restructuring and impairment costs of 38% was close to the 42% level of 2003, but the future rates will be very dependent on the nature of restructuring charges and may vary significantly. Excluding net restructuring and impairment costs and related taxation, the tax rate on continuing operations was 8% in 2004 compared to 37% in 2003 due in part to the one-off recognition of relief on tax losses following corporate restructuring. Without this one-off benefit, it is estimated that the 2004 tax rate on profits before restructuring and impairment, at approximately 25%, is within the mid to low twenties range expected for the foreseeable future.

### Net Income and Other Supplementary Income Data

Net income in 2004 was US\$428 million, with US\$460 million attributable to shareholders of Syngenta AG, compared to US\$254 million in 2003, with US\$250 million attributable to shareholders of Syngenta AG. Net income attributable to Syngenta AG includes a loss on discontinued activities of US\$83 million related to the disposal of Syngenta's 75% interest in SF Chem AG. In addition, restructuring and impairment costs, net of related taxation, were higher in 2004 at US\$219(1) million compared to US\$95(1) million in 2003 due to the initial costs of the Operational Efficiency program initiated in 2004. Excluding restructuring, impairment and discontinued activities, net income attributable to shareholders of Syngenta AG was US\$762(1) million in 2004 compared to US\$340(1) million in 2003 due to the higher Crop Protection operating result, lower financial expenses and reduced tax charge.

(1) This measure is defined/reconciled to GAAP measures in Appendix A of this section.

## 2003 Compared to 2002

### Sales commentary

Total Syngenta consolidated sales for 2003 were US\$6,525 million, compared to US\$6,163 million in 2002, growth of 6% in US dollars and a reduction of 1% at constant exchange rates. The analysis by segment is as follows:

(US\$ million, except growth %)	Full Year		Growth	
	2003 (adjusted)	2002 (adjusted)	Actual %	CER %
Crop Protection	5,421	5,189	+4	- 2
Seeds	1,104	974	+13	+4
<b>Total</b>	<b>6,525</b>	<b>6,163</b>	<b>+6</b>	<b>- 1</b>

Sales by region were as follows:

(US\$ million, except growth %)	Full Year	Growth
		CER %

	<b>2003 (adjusted)</b>	<b>2002 (adjusted)</b>	<b>Actual %</b>	
Europe, Africa and Middle East	2,543	2,309	+10	- 6
NAFTA	2,248	2,269	- 1	- 1
Latin America	827	658	+26	+ 26
Asia Pacific	907	927	- 2	- 9
<b>Total</b>	<b>6,525</b>	<b>6,163</b>	<b>+6</b>	<b>- 1</b>

### Crop Protection

Crop Protection sales were 4% higher in 2003 than 2002. Sales in the period were positively impacted by the weakness of the US dollar, and at constant exchange rates sales were 2% lower in 2003 compared to 2002.

The Crop Protection market was again difficult in 2003, particularly in the first half, with volume declines offset by weakness in the US dollar, and, at constant exchange rates, sales showed a slight decline for the full year but with a marked upturn in the second half. Very dry weather in Europe in 2003 significantly reduced fungicide sales, an area where Syngenta has high market share. A result of the dry weather however was to reduce crop yields and crop stocks leading to increases in some crop commodity prices.

Sales benefited in 2003 from the channel de-stocking implemented in 2002 in Latin America and sales in the region were more in line with consumption in 2003, 26% higher than 2002. This growth was offset by lower sales in Asia Pacific as a channel de-stocking strategy was implemented in China. Syngenta continued to reduce the range of products offered, referred to as "range rationalization", in 2003 and range rationalization reduced Crop Protection sales by 2%, particularly impacting Europe, Africa and the Middle East and Asia Pacific.

Insecticide and professional product sales were particularly encouraging and selective herbicides sales, the largest product line in value increased after several years of decline.

New product sales growth increased total Crop Protection sales by 3%, more than offsetting the sales impact of range rationalization and further contributing to the ongoing improvements in margin. In particular:

CALLISTO® (mesotrione), a post-emergence corn herbicide with a novel mode of action, together with LUMAX®, a combination product, grew strongly and helped reinforce Syngenta's leading position in the corn selective herbicides market in the USA;

ACANTO® (picoxystrobin), sales were held back in the year by the adverse weather conditions in Europe and were flat in a reduced cereal fungicide market;

ACTARA® and CRUISER® (thiamethoxam) continued to develop and ACTARA® grew particularly strongly on cotton and soybean in the USA and Brazil and on rice in Japan. The seed treatment CRUISER® showed rapid growth in Brazil, the USA and Canada.

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Sales by Product line are set out below.

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Product Line	Full Year		Growth <sup>(1)</sup>	
	2003 US\$ million (adjusted)	2002 US\$ million (adjusted)	Actual %	CER %
Selective herbicides	1,717	1,606	+7	+1
Non-selective herbicides	616	650	- 5	- 10
Fungicides	1,438	1,398	+3	- 6
Insecticides	960	855	+12	+7
Professional products	642	585	+9	+4
Others	48	95	- 49	- 52
<b>Total</b>	<b>5,421</b>	<b>5,189</b>	<b>+4</b>	<b>- 2</b>

(1) Product line variances take into account minor reclassifications made in 2003.

**Selective Herbicides:** major brands BICEP MAGNUM®, CALLISTO®/LUMAX®, DUAL MAGNUM®, FUSILADE MAX®, TOPIK®

Sales of selective herbicides were 7% higher and 1% higher at constant exchange rates, with volumes 1% lower and local currency prices 2% higher. Sales of the CALLISTO® range in corn more than doubled to US\$218 million, including the successful US launch of a new combination product, LUMAX®, for broad-spectrum weed control. Sales of DUAL®/BICEP MAGNUM® were strong in the second half, notably in the USA, and went some way towards offsetting the lower first half, but were lower for the year and together with the impact of product range rationalization, which reduced sales by 1%, offset the CALLISTO® growth. In cereals, sales of the grass herbicide TOPIK® increased, reflecting stronger wheat markets in NAFTA and Asia Pacific. FUSILADE® increased, particularly for soybeans in Brazil and due to the successful rollout of new formulation in central and Eastern Europe.

**Non-selective Herbicides:** major brands GRAMOXONE®, TOUCHDOWN®

Sales were 5% lower and 10% lower at constant exchange rates, with volumes 8% lower and local currency prices 2% lower. GRAMOXONE® volumes were reduced particularly due to channel de-stocking in China, which more than offset growth in Brazil and Australasia. TOUCHDOWN® volumes and prices were lower due to a highly competitive US glyphosate market; two new product launches aimed at the chemfallow and premium glyphosate-tolerant segments have broadened the portfolio.

**Fungicides:** major brands ACANTO®, AMISTAR®, BRAVO®, RIDOMIL GOLD®, SCORE®, TILT®, UNIX®

Sales were 3% higher, 6% lower at constant exchange rates due to lower volumes offset by the weaker US dollar. Sales of ACANTO®, AMISTAR® and UNIX® were all negatively affected by drought conditions in Western Europe, notably France and Germany, which resulted in significantly lower usage on cereals. AMISTAR® partly compensated for this with strong growth in Brazil where it was used to treat soybean rust, a significant new disease. Sales of RIDOMIL GOLD® were up slightly, with growth in the USA outweighing declines in Asia Pacific. SCORE® achieved strong growth on rice and vegetables in Asia Pacific and on a range of crops in Western Europe. Range rationalization reduced sales by 2%.

**Insecticides:** major brands ACTARA®, FORCE®, KARATE®, PROCLAIM®, VERTIMEC®

Sales were 12% higher and 7% higher at constant exchange rates, with volumes 4% higher and prices in local currencies up by 3%. Sales showed strong growth despite the impact of range rationalization, which negatively impacted sales by 3%. ACTARA® continued its strong growth, particularly on cotton and soybean in the USA and Brazil and on rice in Japan and achieved sales of US\$127 million. Sales of FORCE® were significantly higher with an increase in corn rootworm pressure in the USA. Growth in KARATE® was broad based. Sales of PROCLAIM® showed good growth in Japan, with expanded labels for vegetables, and in Australia, where the cotton market recovered after a drought in 2002. Sales of VERTIMEC® benefited from high pest pressure and gained market share, notably in the USA and Italy.

**Professional Products:** major brands CRUISER®, DIVIDEND®, HERITAGE®, ICON®, MAXIM®

Professional products grew strongly at 9% (4% at constant exchange rates) with volumes 3% higher despite being adversely impacted by 3% due to range rationalization and prices in local currencies 1% higher. Seed treatment continued its strong growth particularly in North America, Brazil and Argentina. The main driver was CRUISER®, which increased sales by over 50%. MAXIM® benefited from strong demand in soybean and corn. Turf and Ornamental sales were adversely affected by phase-outs and by cool US weather. Public health sales were stable with good sales of ICON® for vector control in Asia and Africa offsetting low pest pressure in the USA. First US sales of IMPASSE®, the innovative termite barrier, were made.

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### Commentary on regional performance

Region	Full Year		Growth (1)	
	2003 US\$ million (adjusted)	2002 US\$ million (adjusted)	Actual %	CER %
Europe, Africa and Middle East	1,978	1,861	+6	- 9
NAFTA	1,848	1,857	□	- 1
Latin America	748	593	+26	+26
Asia Pacific	847	878	- 4	- 10
<b>Total</b>	<b>5,421</b>	<b>5,189</b>	<b>+4</b>	<b>- 2</b>

Sales in **Europe, Africa and the Middle East** were 6% higher, 9% lower at constant exchange rates due to lower volumes offset by currency movements. Sales volumes were particularly affected by range rationalization which reduced sales by 3%. In addition, extremely dry weather conditions in Western Europe negatively affected demand for the first nine months of the year. In the fourth quarter sales were restricted by channel de-stocking in France. The strength of the euro boosted reported sales at actual exchange rates.

In **NAFTA**, sales volumes were 2% lower but local currency prices were 1% higher. Sales were down slightly in the USA owing to highly competitive conditions in the non-selective herbicide market. Syngenta reinforced its leading position in US corn selective herbicides with growth in the CALLISTO® range. Other product lines also performed well, notably seed treatment and insecticides, which were driven by the success of CRUISER® and FORCE®. Sales showed good growth in Canada. Mexico sales were lower due to the weakness of the Mexican peso, but were higher at constant exchange rates.

In **Latin America**, sales were 26% higher, with 22% from higher volumes and 4% from higher US dollar prices. Sales expanded across the portfolio in Brazil and Argentina as Syngenta capitalized on conditions together with selling in line with consumption after channel de-stocking in 2002. Higher crop commodity prices, more competitive currencies and strong crop exports increased grower confidence and led to expanded corn and soybean acreage.

In **Asia Pacific**, sales were 4% lower but 10% lower when expressed in constant exchange rates, with volumes 9% lower and local currency prices down 1%. Sales volumes were lower largely due to channel de-stocking in China, market decline in South Korea and the impact of range rationalization, which reduced sales by 4%. Japan was

heavily affected by range rationalization; excluding this, sales showed growth in a declining Japanese market. In Australia sales improved following an easing of drought conditions. The strength of the Australian dollar and Japanese yen positively impacted reported sales.

## Seeds

Seeds sales were 13% higher in 2003 and 4% higher when expressed at constant exchange rates, with volumes 2% higher and local currency prices 2% higher. At actual exchange rates, sales generally were stronger due to the weakness of the US dollar.

## Commentary on Product Performance

Product Line	Full Year		Growth (1)	
	2003 US\$ million (adjusted)	2002 US\$ million (adjusted)	Actual %	CER %
Field Crops	598	538	+11	+2
Vegetables and Flowers	506	436	+16	+6
<b>Total</b>	<b>1,104</b>	<b>974</b>	<b>+13</b>	<b>+4</b>

**Field Crops:** major brands NK® corn, NK® oilseeds, HILLESÖG® sugar beet

Sales were 11% higher in 2003, 2% when expressed at constant exchange rates due to higher prices. NK® corn sales performed strongly, driven by Latin America, but volumes overall were 12% lower in the fourth quarter due to delaying sales to the distribution channel in the USA and Canada to align more closely with grower consumption. Sunflower and oilseed rape showed strong growth in Europe; soybean sales increased, notably in NAFTA. These improvements more than offset a decrease in HILLESÖG® sugar beet mainly attributable to declining EU acreage.

Sales of genetically modified products accounted for 17% of total Seeds product sales.

**Vegetables and Flowers:** major brands S&G® vegetables, ROGERS® vegetables, S&G® flowers

Vegetables and Flowers sales were 16% higher, 6% when expressed at constant exchange rates with 3% higher volumes and local currency prices 3% higher. Sales grew particularly strongly in Europe, where Syngenta has established leading positions in tomato, pepper and watermelon. In the USA, fresh produce sales continued to expand driven by the PUREHEART® watermelon; the new BELLAHEART® cantaloupe melon was launched.

Sales of S&G® flowers increased, primarily in Europe, reflecting strength in the fast-growing young plant segment and improved customer relationship management.

## Commentary on regional performance

Region	Full Year		Growth <sup>(1)</sup>	
	2003 US\$ million (adjusted)	2002 US\$ million (adjusted)	Actual %	CER %
Europe, Africa and Middle East	565	448	+26	+6
NAFTA	400	412	- 3	- 3
Latin America	79	65	+22	+22
Asia Pacific	60	49	+22	+14
<b>Total</b>	<b>1,104</b>	<b>974</b>	<b>+13</b>	<b>+4</b>

Sales in **Europe, Africa and the Middle East** were 26% higher, 6% at constant exchange rates with 4% from volume and local currency prices 2% higher. Sales grew strongly in oilseeds, vegetables and flowers. The main impetus came from eastern Europe, in particular sunflower and oilseed rape. Varieties of high value fresh vegetables continued their steady expansion in both Mediterranean and northern European markets. Reported sales were significantly increased by the weakness of the US dollar relative to the euro.

**NAFTA** sales volumes decreased by 1% mainly owing to the closer alignment of corn seed sales to the planting season. Soybean sales showed strong growth in the USA. Lower royalties further reduced reported sales by 2%.

Sales in **Latin America** were 22% higher with prices 26% higher in dollar terms offset by 4% lower volumes. Sales benefited from the recovery in Brazil (corn and soybean) and Argentina (corn and sunflower).

In **Asia Pacific**, sales were 22% higher, 14% at constant exchange rates with 6% from higher volume and 8% from higher local currency prices. Sales benefited from growth in sales of corn in India and higher sales in the Philippines.

### Operating Income

Variances in the tables below reflect the profit impact of changes year on year. For example, an increase of sales or a decrease in costs is a positive variance and a fall in sales or increase in costs is a negative variance.

Operating Income	Full Year		Growth
	2003 US\$ million (adjusted)	2002 US\$ million (adjusted)	Actual %
Crop Protection	566	365	+55
Seeds	59	(20)	+395
Plant Science	(104)	(135)	+23
<b>Total</b>	<b>521</b>	<b>210</b>	<b>+148</b>

In 2003 operating income increased by 148% to US\$521 million. Restructuring and impairment costs varied significantly over the period at US\$163 million in 2003 and US\$396 million in 2002. The level of restructuring and impairment costs recognized was dependent on the timing of restructuring announcements or decisions on the future use of assets, which led to the recognition of asset impairments. During the periods shown, restructuring and impairment costs were substantially related to the implementation of plans to combine the Novartis agribusiness and Zeneca agrochemicals business to form Syngenta in November in 2000 and to extract cost savings and synergies from the merged business. Integration is now complete. Delivery of the planned synergies is now also largely complete with US\$197 million of annual savings in 2003 and cumulative annual savings including 2001 and 2002 of US\$559 million. Further details are provided above in "Overview" "Merger Synergy Program" and

below and in Notes 7 and 22 of the consolidated financial statements.

Excluding restructuring and impairment costs, operating income in 2003 increased 13% to US\$684 million (2002: US\$606 million). Although sales were positively impacted by 7% due to currency movements, the weighting of costs in Swiss francs,

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British pounds sterling and the euro, together with Syngenta's hedging program, meant that the weakness in the US dollar in 2003 had only a minor impact on operating profit in 2003 relative to 2002. Excluding this impact of exchange rate movements, sales were lower in 2003 versus the previous year. Operating income performance in 2003 was driven by improved gross margins from modernization of the range of products offered and delivery of the synergy cost savings in Crop Protection, which together with growth in Seeds, more than offset the lower sales volumes in Crop Protection and the higher pension costs referred to below.

Defined benefit pension costs increased from US\$117 million in 2002 (including US\$33 million of restructuring costs) to US\$175 million in 2003 (including US\$46 million of restructuring costs).

### Crop Protection Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2003 (adjusted)	2002 (adjusted)	2003	2002	2003 (adjusted)	2002 (adjusted)		
Sales	5,421	5,189	□	□	5,421	5,189	+4	-2
Cost of goods sold	(2,712)	(2,617)	□	□	(2,712)	(2,617)	-4	+4
<b>Gross profit</b>	<b>2,709</b>	<b>2,572</b>	□	□	<b>2,709</b>	<b>2,572</b>	<b>+5</b>	□
<i>as a percentage of sales</i>	50%	49%			50%	49%		
Marketing and distribution	(916)	(898)	□	□	(916)	(898)	-2	+5
Research and development	(453)	(424)	□	□	(453)	(424)	-7	+3
General and administrative	(582)	(537)	□	□	(582)	(537)	-8	□
Restructuring and impairment	(192)	(348)	(192)	(348)	□	□		
<b>Operating income</b>	<b>566</b>	<b>365</b>	<b>(192)</b>	<b>(348)</b>	<b>758</b>	<b>713</b>	<b>+6</b>	<b>+9</b>
<i>as a percentage of sales</i>	10%	7%			14%	14%		

Crop Protection operating income was US\$201 million (55%) higher than 2002, with lower restructuring and impairment charges contributing US\$156 million. Excluding the restructuring and impairment charges, operating income was US\$45 million (6%) higher and remained stable at 14% of sales.

With stable sales prices, improving mix from product range modernization and further delivery of merger synergies in the supply chain, gross profit margins were improved 1% above 2002 levels despite the adverse impact on product costs of the weaker US dollar and were 2% higher than 2002 at constant exchange rates.

The weakness of the US dollar increased reported costs at actual exchange rates. Marketing and distribution costs were 2% higher but 5% lower than 2002 at constant exchange rates, largely from completion of the merger synergies. Research and development costs were 7% higher but at constant exchange rates were 3% lower, benefiting from the delivery of the merger synergy programs across the R&D sites. Lower profits on tangible asset disposals in 2003, and the impact of the weaker US dollar, led to an 8% increase in general and administrative expenses in 2003, which however were flat at constant exchange rates. See the previous section [Overview](#) [Merger Synergy Program](#).

With the higher weighting of costs in Swiss francs and British pounds sterling than in sales, and despite hedging income of US\$39 million (2002: US\$43 million), the net effect of the weakening US dollar was to reduce operating income excluding restructuring and impairment by 3%.

Restructuring and impairment is defined in Note 7 to the consolidated financial statements. In 2003 and 2002 these costs are largely associated with the continued implementation of the merger synergy programs. Charges in 2003 were US\$156 million less than in 2002 as the merger synergy program drew towards a close in 2004. Impairments of tangible and intangible fixed assets and provisions for restructuring costs were lower in 2003. Restructuring and impairment is discussed in more detail later in this section.

## Seeds Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2003 (adjusted)	2002 (adjusted)	2003	2002	2003 (adjusted)	2002 (adjusted)		
Sales	1,104	974	□	□	1,104	974	+13	+4
Cost of goods sold	(536)	(471)	□	□	(536)	(471)	- 14	- 6
<b>Gross profit</b>	<b>568</b>	<b>503</b>	□	□	<b>568</b>	<b>503</b>	<b>+13</b>	<b>+2</b>
<i>as a percentage of sales</i>	51%	52%			51%	52%		
Marketing and distribution	(275)	(237)	□	□	(275)	(237)	- 16	- 7
Research and development	(164)	(156)	□	□	(164)	(156)	- 5	+3
	(70)	(82)	□	□	(70)	(82)	+15	+23

General and administrative Restructuring and impairment	□	(48)	□	(48)	□	□		
<b>Operating income</b>	<b>59</b>	<b>(20)</b>	□	<b>(48)</b>	<b>59</b>	<b>28</b>	<b>+111</b>	<b>+54</b>
<i>as a percentage of sales</i>	5%	2%			5%	3%		

Sales were 13% higher, 4% higher at constant exchange rates and gross margins slightly lower, partly due to lower net royalties. The higher sales were achieved with some additional investment in marketing costs, which were 16% higher, 7% at constant exchange rates. This was partly offset by lower general and administrative expenses which were 15% lower and 23% lower at constant exchange rates following the consolidation of back-office activities across the different Seeds crops in NAFTA implemented in 2002. Restructuring and impairment in 2002 largely relates to the impairment of tangible and intangible assets relating to the South Korean business and other small Seeds acquisitions.

Weakness in the US dollar contributed an additional US\$16 million to Seeds operating income in 2003 relative to 2002.

### Plant Science Operating Income

(US\$ million, except growth %)	Total		Restructuring and impairment		Before Restructuring and impairment		% Growth Actual	% Growth CER
	2003 (adjusted)	2002 (adjusted)	2003	2002	2003 (adjusted)	2002 (adjusted)		
Sales	□	□	□	□	□	□	□	□
Cost of goods sold	□	□	□	□	□	□	□	□
<b>Gross profit</b>	□	□	□	□	□	□	□	□
<i>as a percentage of sales</i>	□	□	□	□	□	□	□	□
Marketing and distribution	(2)	□	□	□	(2)	□	□	□
Research and development	(109)	(116)	□	□	(109)	(116)	+6	+10
General and administrative	(22)	(19)	□	□	(22)	(19)	-16	-11
Restructuring and impairment	29	□	29	□	□	□		
<b>Operating income</b>	<b>(104)</b>	<b>(135)</b>	<b>29</b>	□	<b>(133)</b>	<b>(135)</b>	<b>+1</b>	<b>+6</b>
<i>as a percentage of sales</i>	□	□			□	□		

Research and development spending was lower than 2002, benefiting from the focusing of research spend on core sites and closure of the Torrey Mesa Research Institute announced in 2002, offset by higher development spend as projects moved closer to the market. QUANTUM□ microbial phytase received its first registration in Mexico in 2003.

The restructuring and impairment net gain represents the gain of US\$39 million on the sale of technology and intellectual property to Diversa Corporation (□Diversa□), net of a charge of US\$10 million for closure of the Torrey

Mesa Research Institute.

### Defined Benefit Pensions

Defined benefit pension costs increased from US\$117 million in 2002 (including US\$33 million of restructuring costs) to US\$175 million in 2003 (including US\$46 million of restructuring costs). Despite a decrease in the active membership of pension plans as a result of restructuring, the costs excluding restructuring have increased due to the impact of stock market falls in 2001 and 2002 and a reduction in the long term expectations of future investment yields. During 2003, actual investment returns exceeded the long term assumed rate of return. However, real discount rates further reduced, increasing the valuation of pension liabilities. Overall, the funding ratio (the market value of pension plan assets as a percentage of the projected benefit

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pension obligation) improved by approximately 4% at the end of 2003 compared to 2002. Defined benefit pensions are described in more detail in Note 26 of the consolidated financial statements.

### Restructuring and Impairment

The following table analyzes restructuring and impairment charges for each of the periods indicated:

For the year to 31 December	2003		2002	
	US\$ million	US\$ million	US\$ million	US\$ million
Merger integration costs		(21)		(28)
Restructuring costs:				
Write-off or impairment				
Property, plant and equipment	(44)		(102)	
Intangible assets			(32)	
Non-cash pension restructuring charges	9		(14)	
Cash costs	(163)		(220)	
Total		(198)		(368)
Gains from product disposals		17		
Gain on sale of technology and intellectual property license		39		
<b>Total restructuring and impairment charge</b>		<b>(163)</b>		<b>(396)</b>

In 2003 Syngenta signed a research agreement with Diversa, under which Diversa acquired an exclusive, royalty-free, perpetual license for technology and intellectual property in the pharmaceutical field in exchange for stock and warrants in Diversa. Following completion of this transaction Syngenta closed the Torrey Mesa Research Institute, Syngenta's facility in La Jolla, California. The gain on sale and costs relating to the closure are included in restructuring and impairment charges.

Restructuring costs in 2002 and 2003 relate primarily to merger and integration activities following the formation of Syngenta in November 2000. These costs are part of the previously announced program to deliver synergy cost savings of US\$625 million annually, at a cash cost of approximately a net US\$1 billion. By the end of 2003, cumulative annual cost savings of US\$559 million had been delivered at a net cash cost of approximately US\$821

million. Additional annual savings in 2003 totaled US\$197 million, with US\$94 million from costs of goods, US\$55 million from selling, general and administrative expenses and US\$48 million from research and development. From the merger through the end of 2003, the total number of employees has been reduced by some 3,600. See [Overview](#) [Merger Synergy Program](#).

### **Financial Expense, net**

Financial expense, net was 37% lower than 2002 at US\$138 million (2002: US\$218 million). Cash flow generation was again strong and a net US\$569 million was applied to reduce debt. Lower US dollar interest rates, further centralization of debt and optimized financing arrangements in Latin America also enabled a reduction in the effective interest rate.

### **Taxes**

The tax rate on profits excluding restructuring and impairment was 37%(1) in 2003 (2002: 41%(1)) as benefits of projects to improve the tax efficiency of Syngenta's operations were realized. The estimated credit on restructuring and impairment was 42%(1) (2002: 26%(1)) partly because the net charge included disposal gains on which lower tax rates are applied, and partly due to the inclusion in 2002 of intangible asset impairments against which tax relief is not always available.

The overall effective tax rate was 35%. In 2002, the tax charge was US\$53 million despite a loss before tax of US\$15 million due to the high weighting of restructuring and impairment charges and relatively low rate of tax relief on these charges.

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(1) This measure is defined/reconciled to GAAP measures in Appendix A of this section.

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### **Net Income and Other Supplementary Income Data**

Net income in 2003 was US\$254 million, compared to a net loss of US\$59 million in 2002, with lower restructuring and impairment costs and higher net income before restructuring and impairment.

Net income excluding restructuring, impairment and discontinued operations was US\$119 million higher than 2002 at US\$343(1) million (2002: US\$224(1) million). Operating income excluding restructuring and impairment was US\$78 million higher at US\$684(1) million (2002: US\$606(1) million) and financial expense, net was US\$80 million lower, so income before taxes and minority interests was US\$164 million (43%) above last year at US\$545(1) million (2002: US\$381(1) million) and, combined with the lower effective tax rate, net income increased by 53% before inclusion of restructuring, impairment and discontinued operations.

Restructuring and impairment costs after tax, including gains on the minor business disposals and on the sale of intellectual property to Diversa and income from discontinued operations, were US\$194 million lower than the previous year at US\$89(1) million (2002: US\$283(1) million).

### **Foreign Operations and Foreign Currency Transactions**

Syngenta's subsidiaries use their local currency as their functional currency for accounting purposes except where the use of a different currency more fairly reflects their actual circumstances.

The Argentine peso is the functional currency of Syngenta's subsidiaries in Argentina. In February 2002, the government in Argentina announced several reforms intended to stabilize the economic environment. These

included redenominating all outstanding receivables denominated in US dollars into Argentine pesos. This affected Syngenta's currency exposure profile. In response, Syngenta applied additional credit restrictions and altered local financing arrangements to reduce further its exposure to peso currency risk. Future exchange rates for the peso and future government actions remain uncertain and Syngenta is not able to estimate their effects.

The Brazilian real is the functional currency of Syngenta's subsidiaries in Brazil. During 2002 and 2001, the Brazilian real devalued significantly against the US dollar whereas during 2003 and 2004 it significantly appreciated in value. To reduce its exposure to risks associated with the real, Syngenta has altered local financing arrangements, applied credit restrictions to customers, implemented programs to protect the US dollar value of trade receivables from customers and has fully hedged its balance sheet exposure using currency derivatives. Sales to customers in Brazil must be invoiced in Brazilian real to meet local legal requirements. The extent to which sales prices in Brazilian real can be increased to offset the effect of any future devaluation remains uncertain. Syngenta is not able to estimate the effect of any future devaluation of the Brazilian real on operating income in future periods.

### **Liquidity and Capital Resources**

Syngenta's principal sources of liquidity consist of cash generated from operations and third party debt available through unsecured non-current bonds, Commercial Paper and Euro Medium Term Note (EMTN) programs and credit facilities. Syngenta reported cash and cash equivalents on December 31, 2004, 2003 and 2002 of US\$227 million, US\$206 million and US\$232 million respectively. At December 31, 2004, 2003 and 2002, Syngenta had current financial debts of US\$423 million, US\$749 million and US\$1,207 million respectively, and non-current financial debts of US\$1,117 million, US\$1,017 million and US\$925 million, respectively.

### **Capital markets and credit facilities**

Funds for Syngenta's working capital needs were available during the year from its US\$2,500 million Global Commercial Paper program supported by a committed, revolving, multi-currency, syndicated credit facility. Syngenta entered into its Global Commercial Paper program on December 15, 2000 and as at December 31, 2004, Syngenta had a total of US\$147 million of Commercial Paper in issue. The former syndicated credit facility of US\$2,500 million was replaced in August 2004 with a new US\$1,500 million syndicated credit facility (the "Credit Facility") which matures in 2009, with an extension option for an additional two years. During 2004, no amounts were drawn and as of December 31, 2004 Syngenta had no borrowings under the Credit Facility. There are no material restrictions on dividends from subsidiaries under this facility.

On July 10, 2001, Syngenta issued €800 million 5-year Eurobonds with a coupon rate of 5.5% and €350 million 2-year Floating Rate Notes in replacement of banking facilities. Cross currency swaps were put in place at the time of issue to fully hedge the resulting exchange exposure into U.S. dollars. The Floating Rate Notes and associated swaps matured in July 2003.

On June 28, 2004, Syngenta relisted the US\$2 billion EMTN program, first signed in June 2003. There were no Note issues from the program during 2004.

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(1) This measure is defined/reconciled to GAAP measures in Appendix A of this section.

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The company's policy is to maintain flexibility in its funding by accessing the capital markets and by maintaining a committed bank facility, local bank facilities and Commercial Paper program. The cost of borrowing from these facilities is related to the cost of borrowing on the London and European inter-bank markets, and Syngenta's credit rating.

Management is of the opinion that the funding available to it from these sources will be sufficient to satisfy its working capital, capital expenditure and debt service requirements for the foreseeable future, including cash expenditure relating to restructuring programs. Current and non-current financial debts contain only general and financial default covenants, with which Syngenta is in compliance. Syngenta reviews its credit facilities as they approach maturity with a view to replacement when market conditions are seen as advantageous. This may involve purchase and cancellation of outstanding bonds before the maturity date.

Commitments for capital expenditure at December 31, 2004 were US\$29 million.

## Financial Results

The following table sets out certain information about the cash flow for each of the periods indicated:

(US\$ millions)	Year ended December 31,		
	2004	2003 (adjusted)	2002 (adjusted)
Cash flow from operating activities	1,309	791	769
Cash flow from/(used for) investing activities	(686)	(232)	(254)
Cash flow from/(used for) financing activities	(679)	(630)	(602)

### Cash Flow from Operating Activities

#### 2004 compared to 2003

Cash flow from operating activities in 2004 significantly exceeded the 2003 level due to a greater reduction in working capital. Operating income was US\$20 million higher in 2004 than 2003, but this was after increased non-cash impairments of property, plant and equipment from the implementation of the Operational Efficiency program. Charges in respect of provisions were higher due to the recognition of restructure charges on the Operational Efficiency plan, though cash spend on restructuring charges was at a similar level to 2003, which included higher spend related to the merger synergy program. Net financial expense cash flows were significantly lower than 2003 due to lower average net debt and to realized hedging gains, which offset unrealized losses on internal funding. The significant reduction in working capital was largely due to higher customer advance payments in the Seeds business after the alignment of policies with the acquired companies. Working capital is not expected to further reduce in 2005.

Syngenta expects cash flow from operating activities to remain strong in 2005, but the 2004 reduction in working capital is not likely to be repeated. See [Future Prospects].

#### 2003 compared to 2002

Cash flow from operating activities was at a similar level in 2003 compared to 2002. Operating income was US\$311 million higher in 2003, but this in part reflected higher levels of non-cash tangible and intangible asset impairment in 2002. Net cash outflows on financial expenses were lower in 2003 as financial debt was reduced and taxation payments were lower in part due to the timing of cash tax deductions on restructuring charges. Cash payments in respect of contributions to pension schemes for 2003 include the healthcare plan funding discussed below, and in 2002 include voluntary additional pension contributions. The higher operating income and lower net financial expense and tax payments above were offset by a lower rate of working capital reduction in 2003 than 2002. 2002 included a significant reduction in trade receivables, particularly in Latin America where sales were reduced and credit terms, typically longer than other regions, tightened due to the economic instability.

In order to improve the tax efficiency of expense related to US post retirement healthcare plans, Syngenta funded US\$50 million in 2003 into a legally separate medical Trust for the benefit of its employees. The healthcare plans had previously been unfunded. There are no statutory funding requirements and all contributions to the Trust are discretionary.

### Cash Flow from/(used for) Investing Activities

### **2004 compared to 2003**

In 2004 cash flow used for investing activities increased from US\$232 million to US\$686 million mainly because of the acquisitions of the Garst and Golden Harvest® seeds businesses, which net of asset disposals and cash in the acquired companies cost US\$479 million (see Note 3 to the consolidated financial statements).

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Depreciation continued to exceed capital expenditure on property, plant and equipment in 2004 as Syngenta continues to rationalize production assets. Capital expenditures for the year ended December 31, 2004, net of US\$49 million proceeds from disposals, were US\$117 million. In 2003, capital expenditures, net of proceeds from disposals of US\$31 million, were US\$180 million. Capital expenditure before disposal proceeds is expected to be closer to the 2003 level in 2005.

Purchases of intangibles included the acquisition of germplasm and glyphosate tolerance technology for the corn seed business totaling US\$60 million.

### **2003 Compared to 2002**

Cash flow used for investing activities decreased from US\$254 million in 2002 to US\$232 million in 2003. The cash outflow is derived from US\$211 million of capital expenditures and investments of US\$87 million, net of proceeds from disposals of US\$66 million.

Capital expenditures for the years ended December 31, 2003 and 2002 were US\$211 million and US\$157 million. Due to the site and asset rationalization program following the merger, capital expenditures were less than depreciation through the period.

Purchase of intangibles, investments in associates and other financial assets was US\$58 million in 2003 compared to US\$165 million in 2002. Expenditures in 2003 included US\$32 million paid in advance on a purchasing contract for a key intermediate in the manufacture of ACANTO® whilst 2002 included US\$120 million to purchase exclusive rights to the insecticide thiamethoxam. Acquisition of minorities in 2003 comprised US\$29 million for the partial buyout of the minority interest in India.

Cash proceeds from asset disposals totaled US\$66 million in 2003, similar to the US\$68 million in 2002. Proceeds from business divestments of US\$14 million in 2003 derived mainly from the sale of the herbicide EPTC. The remaining proceeds in 2003 are attributable to sales of tangible fixed assets of US\$31 million, which includes US\$13 million from the sale of the Fernhurst site in the UK, and sales of intangible and financial fixed assets of US\$21 million.

### **Cash Flow from/(used for) Financing Activities**

#### **2004 compared to 2003**

Cash flow used for financing activities increased from US\$630 million in 2003 to US\$679 million in 2004. Dividends per share were significantly increased and dividends paid in 2004 exceeded dividends paid in 2003 by US\$77 million. A share repurchase program was initiated in 2004 and US\$143 million of share repurchases were made, offset by proceeds from the exercise of employees' share options. Net financial debt of US\$438 million was repaid in 2004, a decrease from US\$569 million of repayments in 2003.

#### **2003 compared to 2002**

In 2003, cash flow used for financing activities increased to US\$630 million from US\$602 million in 2002. Dividends paid in 2003 of US\$65 million increased from US\$48 million in 2002. The net change in cash and cash equivalents was an outflow of US\$26 million compared to US\$56 million in 2002. Cash flow from operating activities was primarily used to repay financial debt in both 2003 and 2002.

## Research and Development

Syngenta has major research centers in Basel and Stein, Switzerland; Jealotts Hill, England; and Research Triangle Park, North Carolina, USA.

There are two principal elements to Syngenta research and development. The first is to develop new products and technologies. The second is to support existing products: extending their uses, improving their performance and monitoring their long-term environmental profile and safety.

To enable the development of safe and effective solutions which enhance sustainable farming systems, Syngenta organizes its R&D activities around five core technology programs: Crop Protection Research; Crop Protection Development; Crop Genetics Research; Plant Science Development; and Health Assessment and Environmental Safety. These are closely integrated to increase the overall capacity, to discover new active ingredients and provide practical routes to novel crop varieties.

Syngenta development scientists work to establish the biological potential of lead research compounds, obtain product registrations and bring plant varieties to the market that meet the needs of farmers, as well as their customers in the food supply chain.

Development involves extensive field tests as part of the health and environmental safety evaluation to ensure that products meet rigorous standards around the world. Development activities also include the improvement of production processes for new active ingredients and formulations.

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In Seeds, new varieties and hybrids are developed using a number of advanced breeding methods, including marker-assisted breeding, together with conventional skills that improve the success rate of breeding programs.

This year has seen a continuation of the program of streamlining and restructuring across the various R&D sites. In June 2004, it was announced that biotechnology research work is to be focused at Research Triangle Park and activities in this area cease at Jealott's Hill. The Stein site will expand to include chemistry as well as biology, and will focus on insecticides, fungicides and professional products, whilst Jealott's Hill will focus on herbicides and environmental science chemistry, as well as providing core technologies including bioscience and analytical chemistry. It is planned to establish a new facility in India for cost efficient synthesis at laboratory and field scale. As part of this program, which will run through 2007, the Basel chemistry facility will close.

The total spent on research and development was US\$809 million in 2004, US\$726 million in 2003 and US\$696 million in 2002. At constant exchange rates expenditure on research and development was US\$33 million higher in 2004 than 2003, partly due to the acquisitions in the Seeds business but also with some acceleration in spend in Crop Protection and in development in Plant Science. Attribution of research and development costs for 2004 was US\$499 million for Crop Protection, US\$186 million for Seeds (now including research and development on corn traits previously reported in Plant Science) and US\$124 million in Plant Science. In 2003 the attribution was US\$453 million for Crop Protection, US\$164 million for Seeds and US\$109 million for Plant Science.

In addition to Syngenta's own research and development efforts, Syngenta has also entered into a number of alliances and research and development agreements.

There are no off-balance sheet financing transactions associated with research and development activity.

### Contractual Obligations, Commitments and Contingent Liabilities

At December 31, 2004, Syngenta had the following contractual obligations to make future payments in the following periods:

US\$ million	Notes to the financial statements reference	Total	Payments due by period			
			Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Financial debt	18/20	1,540	423	1,107	1	9
Interest on financial debt		90	60	30		
Payments under onerous contracts included						
within restructuring provisions	22	62	17	24	18	3
Operating lease payments	29	72	13	18	12	29
Unconditional purchase obligations	29	684	210	232	160	82
Long-term research agreements	29	79	27	46	5	1
Other long-term commitments	29	16	7	6	3	
		<b>2,543</b>	<b>757</b>	<b>1,463</b>	<b>199</b>	<b>124</b>

Of the total financial debt, variable rate financial debt is US\$876 million, US\$453 million of which is due after more than one year and US\$423 million of which is due within one year. The US\$423 million of short-term debt is of a duration of between one and three months, and the contractual interest obligation of US\$1 million in respect of this debt is included in the table above. There is no contractual obligation to renew this debt. The debt amount, and the interest payments associated with it, will vary over time according to Syngenta's funding requirements and future interest rates.

Except for the provision for payments under onerous contracts described above, US\$1,128 million of provisions for long-term liabilities shown in Syngenta's consolidated balance sheet have not been included in the above table because the timing of their payment is not contractually fixed, and cannot be estimated with sufficient certainty within the context of the time periods in the table. This applies particularly to those amounts which are not expected to be paid during 2005. Note 21 to the consolidated financial statements indicates Syngenta's estimate that US\$258 million of long term provisions are expected to be paid during 2005, including US\$17 million of onerous contract provisions which are included in the above table.

The supply agreements for materials which give rise to the unconditional purchase obligations are entered into by Syngenta to ensure availability of materials which meet the specifications required by Syngenta. Where suppliers have made significant capital investment, these agreements generally provide for Syngenta to pay penalties in the event that it were to terminate the agreements before their expiry dates.

The rules of Syngenta's main Swiss pension fund commit Syngenta to contributing a fixed percentage of employees' pensionable pay to the fund. Under the regulations which apply to Syngenta's main UK defined benefit pension

fund, Syngenta must commit to pay contributions according to a schedule which it agrees in advance with the Trustees. The existing schedule requires payment based on a percentage of pensionable pay, plus a fixed amount over a fixed number of years to eliminate the deficit in the fund. This schedule was revised in 2004 to take account of the statutory actuarial valuation which was carried out in 2003. The expected contributions payable by Syngenta in 2005 to meet its commitments under the above arrangements are included in the amount of US\$200 million given in the additional US GAAP disclosures for employee benefit plans in Note 33 to the consolidated financial statements. Because both commitments are expressed partly or wholly as fixed percentages of pensionable pay, and not, or not completely, as fixed amounts, they have not been included in the above table.

#### **Off-balance sheet arrangements**

Syngenta had no off-balance sheet arrangements as at December 31, 2004, other than the above contractual obligations, commitments and contingent liabilities, and the off-balance sheet financing described in Note 31 to the financial statements. Syngenta has no unconsolidated special purpose entities that are likely to create material contingent obligations.

#### **Variable Interest Entities (VIEs)**

Syngenta had no significant VIEs as at December 31, 2004, other than as disclosed in Note 33 to the financial statements.

### **US GAAP**

Syngenta's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), which differ in certain significant respects from US GAAP. Note 33 of the consolidated financial statements describes in detail the amount and nature of these differences.

For the year ended December 31, 2004, net income attributable to Syngenta AG shareholders was US\$460 million in accordance with IFRS, and US\$352 million in accordance with US GAAP. The major reconciling items were:

- *US GAAP net income was US\$56 million higher compared to IFRS in respect of purchase accounting (2003: US\$60 million; 2002: US\$53 million), because goodwill is amortized for IFRS, but not for US GAAP, in accordance with SFAS No. 142. US GAAP net income was also US\$19 million higher because lower US GAAP property, plant and equipment book values resulted in lower impairment losses on assets affected by restructuring.*
- *US GAAP net income was US\$88 million lower compared to IFRS (2003: US\$84 million; 2002: US\$91 million) in respect of Ciba-Geigy purchase accounting, due to the amortization of Ciba-Geigy intangible assets, which were recorded at fair value for US GAAP under purchase accounting, but not recorded for IFRS under uniting of interests accounting. In 2002, US GAAP net income was also reduced by an impairment charge of US\$83 million in respect of Ciba-Geigy product rights.*
- *Despite recent changes to IFRS which have converged IFRS and US GAAP purchase accounting and subsequent goodwill accounting more closely for acquisitions agreed after March 31, 2004, the accounting for restructuring costs of an acquired business remains different. US GAAP net income was US\$9 million higher compared to IFRS because cash restructuring costs related to the Advanta and Golden Harvest<sup>®</sup> acquisitions were purchase accounted for US GAAP but expensed for IFRS.*
- *US GAAP net income was US\$61 million lower compared to IFRS (2003: US\$36 million higher) due to the use of different tax rates to measure the deferred tax effect of unrealized profit eliminated from inventories. The tax effect for IFRS is based on the tax rates of the countries where the inventories are currently held, whereas for US GAAP it is based on the tax rates of the countries where the unrealized profit was originally recorded. In 2004, the mix of countries holding the inventories changed, while the mix of*

*countries recording profit remained comparable with 2003. Also, the amount of unrealized profit in inventories increased significantly.*

- *US GAAP net income was US\$47 million higher compared to IFRS in respect of restructuring costs (2003: US\$32 million). SFAS No. 146 requires that where redundant employees are retained for longer than a minimum period, termination costs and provisions are recognized rateably over the employees' remaining service, whereas for IFRS they are recognized as soon as the affected employees have a valid expectation of receiving termination payments. Costs of US\$76 million will be recognized for US GAAP in future periods, as the employees complete their remaining service.*
- *US GAAP net income was US\$34 million lower compared to IFRS due to not recording a deferred tax asset for US GAAP where a Syngenta entity has a recent history of tax losses due to restructuring, and the forecast future benefits of the restructuring are expected to enable the tax losses to be utilized. IFRS allows a deferred tax asset to be recorded in these circumstances, whereas US GAAP does not.*

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- *US GAAP net income was US\$27 million lower compared to IFRS due to additional US GAAP provisions for withholding tax on future internal dividend payments within the Syngenta group. For IFRS, withholding tax is provided only if a dividend payment is expected, whereas US GAAP requires a provision for tax on all dividends which could, in practice, be paid.*
  - *US GAAP net income was US\$55 million lower compared to IFRS in respect of other tax related items. This figure includes a US\$51 million reduction in estimated tax expense relating to the acquired Zeneca agrochemicals business for periods prior to acquisition (2003: US\$54 million; 2002: US\$23 million). These adjustments are included in net income for IFRS, which does not permit further purchase accounting adjustments for these items. For US GAAP, these amounts have been adjusted against purchase accounting and not included in net income.*
  - *For the year ended December 31, 2004, Syngenta recorded a debit to shareholders' equity of US\$54 million (2003: US\$75 million; 2002: US\$94 million) to record the additional minimum pension liability required by SFAS No. 87. SFAS No. 87 requires that pension provisions be at least equal to any funded deficit of a pension plan calculated on an accumulated benefit (ABO) basis, which assumes that pensionable pay and pensions in payment remain at their levels at the reporting date. The reductions in discount rates used to measure the ABO, caused by falls in the yields of the corporate bonds used as benchmarks for the discount rate assumption in accordance with SFAS No. 87, have resulted in reported ABO basis deficits for Syngenta's main pension plans in the UK and the USA.*

For the year ended December 31, 2002, the net loss under IFRS was US\$65 million, compared to a net loss of US\$198 million under US GAAP. The following additional reconciling items were significant for 2002.

The process and method of testing goodwill for impairment under IFRS and US GAAP are different. Under IAS 36, goodwill must be allocated for impairment testing purposes to the lowest level of asset group for which identifiable cash flows exist. Under US GAAP, SFAS 142 requires goodwill to be tested for impairment at the reporting unit level. A reporting unit represents an operating segment or component thereof, but economically similar components must be aggregated. Syngenta has carried out the impairment test at the total Crop Protection and Seeds level. As the fair value of the Seeds segment as a whole exceeds the carrying amount of its net assets, no impairment to goodwill arises under SFAS 142. Therefore, impairment of US\$23 million charged to IFRS net income in 2002, in respect of goodwill allocated to Seeds operations, was added back in determining US GAAP net income.

The criteria for recording impairment losses on available-for-sale financial assets are also different in IFRS and US GAAP. Syngenta has equity shareholdings in certain publicly quoted companies which are shown at market value within non-current financial assets in the balance sheet, and classified as available-for-sale under IAS 39 and SFAS 115. Syngenta reports changes in fair value of available-for-sale financial assets in shareholders' equity. Under IAS 39, where an entity has chosen to report changes in fair value of available-for-sale financial assets in shareholders' equity, it continues to do so even if the market value of an asset falls below cost, unless impairment is objectively evidenced by events such as default, bankruptcy or significant financial difficulty of the investee occurring or becoming probable. These events have not occurred or become probable in respect of any available-for-sale assets held by Syngenta. Syngenta has no intention to dispose of these assets at the present time and accordingly, no impairment has been recorded for IFRS. However, under SFAS 115 as interpreted by SAB 59, impairment is recorded when there is a decline which is other than temporary in the value of an available-for-sale security with a readily determinable fair value, unless there is objective evidence that the asset can be realized in the near term at a value in excess of its current market price. The market value of certain of these shareholdings has declined below their original cost in line with general stock market trends. Therefore, Syngenta recorded an impairment of US\$53 million in 2002 US GAAP net income in relation to these assets. Syngenta judges whether a decline in value is temporary based on the length of time that market value has been below original cost, having regard to published SEC staff guidance and on the reasons for the decline in value.

### **Critical Accounting Policies**

Note 2 of the consolidated financial statements describes Syngenta's accounting policies in detail, including significant judgment made by management in applying Syngenta's accounting policies, and significant assumptions and estimation uncertainties. The application of many of these policies necessarily requires judgment to best reflect the commercial substance of underlying transactions. Syngenta has determined that four of its accounting policies can be considered "critical", in that significant management judgment is required to determine various assumptions underpinning their application in the consolidated financial statements, which, under different conditions, could lead to material difference in these statements. A description of each of these four policies follows:

#### **Adjustments for doubtful receivables**

Trade and other accounts receivable are reported net of adjustments for doubtful receivables, often referred to as "bad debts". Syngenta is a geographically diverse group, serving a customer base in all significant agricultural areas across the world, and with subsidiary companies in 50 countries. Credit terms offered to customers often reflect the crop cycle, particularly where local bank financing may be scarce, and full payment from customers can be dependent upon a good harvest yield. Collection can also be affected by the level of inventory in the distribution channel. Syngenta is therefore exposed to a broad range of

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political and economic risks which can affect prompt and full recoverability of trade receivables. Considerable management effort is consequently spent in actively managing and mitigating these risks.

Syngenta determines the level of doubtful receivables to be provided for by critically analyzing the receivables accounts on an individual basis, taking into account historical levels of recovery and any changes in the economic and political environment in relevant countries.

Syngenta has a large number of individual trade receivable balances, and management judgment is often required to determine the appropriate provision. It is therefore difficult to quantify the variability, which results from applying the principle, and the sensitivity of Syngenta's results of operations and statement of financial position to specific changes in the estimate of doubtful debts, other than by hypothetically assuming arbitrary changes in the overall level of provision. As shown in Note 10 to the financial statements, the provision for doubtful receivables at December 31, 2004 amounted to US\$297 million, or 14% (2003: 16%) of total trade accounts receivable of

US\$2,184 million. In the same note, the table analyzing the movements on the provisions gives some indication of the degree of accuracy of the Company's past estimates.

### **Environmental provisions**

Syngenta makes provisions for environmental liabilities by assessing the likely non-recurring remediation costs where there is an obligation to clean up contamination. For a provision to be recorded, it must be probable that an expense or remediation work will be required and the costs can be estimated within a reasonable range of possible outcomes. The costs are based on currently available facts, technology expected to be available at the time of the clean up, laws and regulations presently or virtually certain to be enacted and previous experience in remediation of contaminated sites.

When an obligation is first identified to clean-up one of Syngenta's manufacturing sites, the costs are typically spread over an extended period into future. The assumptions that Syngenta uses in relation to the extent of the clean up required and the method used to clean up the identified contamination may change significantly during the clean-up period. The environmental provisions can therefore change significantly, particularly where there is a major change in environmental legislation in a country where Syngenta has significant manufacturing assets. Currently Syngenta's most significant manufacturing assets are located in Switzerland, the United Kingdom, and the USA. As a consequence of the inherent uncertainties in estimating future obligations, Syngenta will, as appropriate, supplement internal expertise with external expertise to help determine what provisions should be recorded in the consolidated financial statements.

Increases in or releases of environmental provisions may be necessary whenever new developments occur or additional information becomes available after the financial statements are published. The movements on environmental provisions during 2004 are set out in Note 21 to the consolidated financial statements. Because of the uncertainties inherent in estimating environmental provisions, Syngenta is not able to quantify the variability which results from applying the principle, and the sensitivity of Syngenta's results of operations and statement of financial position to specific changes in its estimates.

### **Impairment**

Syngenta carries out reviews of tangible and intangible assets on an annual basis to determine whether events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated as either the higher of net selling price or value in use; the resultant loss (the difference between the carrying value and recoverable amount) is recorded as a charge in the consolidated income statement. The value in use is calculated as the present value of estimated future cash flows expected to result from the use of assets and their eventual disposal proceeds. In order to calculate the present value of estimated future cash flows Syngenta uses a discount rate based on the groups estimated weighted average cost of capital, together with any risk premium determined appropriate. Estimated future cash flows used in the impairment calculations represent management's best view of likely future market conditions and current decisions on the use of each asset or asset group. Actual future cash flows may differ significantly from these estimates, due to the effect of changes in market conditions or to subsequent decisions on the use of assets. These differences may have a material impact on the asset values, impairment, depreciation and amortization expense reported in future periods.

#### **(i) Intangible assets: Product rights**

In determining the value in use of product rights it is necessary to make a series of assumptions to estimate future cash flows. The main assumptions include future sales prices and volumes, the future development expenditure required to maintain the product's marketability and registration in the relevant jurisdictions and the product's life. These assumptions are reviewed annually as part of management's budgeting and strategic planning cycles. The assumptions can be subject to significant adjustment from such factors as changes in crop growing patterns in major markets (perhaps as a result of movements in crop prices), changes in the product registration, or as a result of pressure from competitor products.

#### **(ii) Tangible assets: Property, plant and equipment**

The value in use of Syngenta's property plant and equipment is determined by linking assets or a group of assets to identifiable cash flows, which are then reviewed in a manner similar to that described above for product rights. Major assumptions include

sales prices and volumes of products manufactured by the identified property, plant and equipment, and its useful life. For impairments of property, plant and equipment which is to be abandoned, the calculation takes account of cash flows from the remaining period of operations and decommissioning costs.

### Defined benefit pensions

The assumptions used to measure the expense and liabilities related to Syngenta's defined benefit pension plans are reviewed annually by professionally qualified, independent actuaries and by Syngenta management. The measurement of the expense for a period requires judgment with respect to the following matters, among others:

- (i) the probable long-term rate of increase in pensionable pay;
- (ii) the probable average future service lives of employees;
- (iii) the probable life expectancy of employees;
- (iv) the mix of investments in funded pension plans in the period;
- (v) the expected future rate of return on the investments in funded pension plans, and how that rate will compare with the market rates of return which were observed in past economic cycles.

The assumptions used by Syngenta may differ materially from actual results, and these differences may result in a significant impact on the amount of pension expense recorded in future periods. As allowed by IAS 19, Syngenta amortizes actuarial gains and losses which fall outside the 10% corridor over the average future service lives of employees. Under this method, major changes in assumptions, and variances between assumptions and actual results, may affect reported earnings over several future periods rather than one period, while more minor variances and assumption changes may be offset by other changes and have no direct effect on reported earnings. In the opinion of Syngenta, the use of the corridor method is appropriate in view of the long-term nature of defined benefit pension provisions and the significant degree of estimation required to measure pension expense. At December 31, 2004, unrecognized actuarial losses were US\$610 million and estimated amortization expense for 2005 is US\$18 million (2003: US\$517 million and actual 2004 amortization expense was US\$16 million).

The discount rate used to measure the pension expense and liabilities is based on the yield at the appropriate balance sheet date for AA corporate bonds with a maturity similar to the average maturity of the pension liabilities. Reference is made to published bond indices, with appropriate adjustments where the available indices do not exactly match the pension liability with respect to average maturity.

The expected return on assets assumed by Syngenta in measuring pension expense for funded pension plans takes account of the actual mix of assets held in the plans, and is developed with input from Syngenta's actuaries based on their review of expected returns for each class of assets. Comparisons to expected returns used by peer companies is also considered. In 2003 the proportion of equity securities in the mix of assets held by plans sponsored by Syngenta reduced significantly as a result of investment policy decisions. This led to lower rates of return being assumed for 2004, because long-term rates of return on equities are generally higher than those on bonds and other investments held. Further details of employee benefits are provided in Note 26 to the consolidated financial statements.

The following information illustrates the sensitivity to a change in certain assumptions for the three major defined benefit pension plans shown in Note 26 to the financial statements, as of December 31, 2004:

Change in Assumption	Effect on 2005 Pre-Tax Pension Expense	Effect on December 31, 2004 Projected Benefit Obligation

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25 basis point decrease in real discount rate	+ US\$19 million	+ US\$157 million
25 basis point increase in real discount rate	- US\$17 million	- US\$157 million
25 basis point decrease in expected return on assets	+ US\$8 million	□
25 basis point increase in expected return on assets	- US\$8 million	□

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The above sensitivities reflect the total impact of changing the stated assumption as shown for all of the three major plans, leaving all other assumptions constant. It should be noted that economic factors and conditions often affect multiple assumptions simultaneously and the effects of changes in key assumptions are not necessarily linear.

### Effect of New Accounting Pronouncements

IFRS are undergoing a process of revision with a view to increasing harmonization of accounting rules internationally. Proposals to issue new or revised standards, as yet unpublished, on financial instruments, provisions, business combinations, employee benefits, revenue recognition, and other topics may change existing standards, and may therefore affect the accounting policies applied by Syngenta in future periods. Transition rules for these potential future changes may require Syngenta to apply them retrospectively to periods before the date of adoption of the new standards. The effect of new

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accounting pronouncements which were adopted by Syngenta during 2004, or which have been issued but are not yet in force, is described in Notes 2 and 34 to the consolidated financial statements.

### Recent Developments

Note 35 to the consolidated financial statements provides details of events which occurred between the balance sheet date and the date on which these consolidated financial statements were approved by the Board of Directors (February 9, 2005) that would require adjustment to or disclosure in the consolidated financial statements.

Since the formation of the company, Syngenta has held treasury shares purchased as part of the merger agreement. On February 10, 2004, Syngenta sold 4.5 million of these treasury shares and at the same time bought an equity instrument over the same number of Syngenta shares. The equity instrument was generally equivalent to a low exercise price call option over the same number of Syngenta shares and enabled Syngenta to substantially reduce share price risk prior to repurchasing the same number of shares in 2005. On February 11, 2005 Syngenta has sold this equity instrument and acquired 4.5 million shares on the second trading line which enables them to be proposed for cancellation at the 2005 Annual General Meeting (AGM) of the shareholders in a tax-efficient manner.

On February 24, 2005, Syngenta announced restructuring proposals at its Huddersfield manufacturing site. Employees have been informed that the Company will withdraw from in-house manufacture of certain intermediate chemical products used in the manufacture of Touchdown®. It is anticipated that these proposals will impact around 240 jobs across the site with effect in 2005 and 2006. This restructuring is included in the Operational Efficiency program projections.

### Future Prospects

Crop Protection sales growth in 2004 included a recovery from 2003 drought conditions in Europe and strong market growth in Latin America, with increased export demand for soybean resulting in increased acreage. The new disease of soybean rust appeared in the USA for the first time at the end of 2004 and if it recurs may generate

fungicide sales growth. Overall Crop Protection sales growth is expected to moderate in 2005, with lower crop prices potentially reducing market growth in Latin America. 2005 will include the first full year of the Seeds acquisitions, and in particular the main selling season will be consolidated for the first time. Expense growth in 2004 was impacted by the Seeds acquisitions and is expected to slow in 2005.

Net income growth in 2005 will be driven by the more moderate sales volume growth than in 2004, cost savings from the Operational Efficiency Program and first full-year consolidation of the seeds acquisitions. However, net income will also continue to be impacted by restructuring and impairment charges associated with the Operational Efficiency program and the integration of the recently acquired seeds businesses. The level of such charges will be dependent on the timing of restructuring announcements and is difficult to forecast in any one calendar year. The total cost of the Operational Efficiency program is expected to be approximately US\$850 million over five years, including 2004, of which US\$350 million are non-cash charges. Charges of US\$320 million were recorded in 2004 under the program, of which US\$184 million were non-cash (including the Swiss pension fund transition charge). The equity instrument sale and purchase of 4.5 million shares noted in Recent Developments will reduce the number of outstanding shares and enhance reported earnings per share.

Cash expenditure on the Operational Efficiency program noted above will continue in 2005. However, cash flow from operating activities is expected to remain strong, though working capital is not expected to reduce further in 2005. The Board is recommending a further significant increase in the dividend to CHF 2.70 per share, to be paid by way of a nominal par value reduction, subject to shareholder approval at the AGM on April 26, 2005. In addition, the Board has approved an increase to the share repurchase program which, in conjunction with a progressive dividend policy, is now projected to lead to more than US\$1 billion being returned to shareholders over the 2004-2006 period, including the total dividend of US\$142 million and share repurchases of US\$143 million in 2004.

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## Appendix A

### RECONCILIATION OF NON-GAAP MEASURES TO EQUIVALENT GAAP MEASURES

Syngenta uses non-GAAP measures in this report where they are regarded by management as important for the investor to fully understand Syngenta's performance. The non-GAAP measures presented in this report are measures adjusted for exchange rate movements and to exclude restructuring gains and losses and impairment losses. The Company presents these measures because:

- movements in exchange rates had a significant impact on sales and operating income over the period covered by the review; and
- restructuring and impairment items (a) were very significant in the period, (b) had a volatile impact on results, particularly in the initial period after the formation of Syngenta, and (c) were an important factor highlighted for investors upon the formation of Syngenta.

Since Syngenta's formation in November 2000, the Company has implemented significant business changes primarily designed to integrate and extract synergies from the now combined operations of the Zeneca agrochemicals business and the Novartis agribusiness. The effect on reported performance of initiating and implementing changes of this magnitude is significant and has had a material effect on the nature and focus of Syngenta's operations through restructuring and impairment charges and therefore, in the opinion of management, requires separate disclosure to provide a more thorough understanding of business performance and to allow investors to assess performance both including and excluding charges, as well as gains, incurred in connection with these business changes. These business changes may also lead to the impairment of tangible (e.g., property, plant and equipment) or intangible assets. Impairment may also be triggered by a downturn in one of the businesses or markets in which Syngenta operates. The incidence of these charges may be periodic and the effect

on reported performance will vary from period to period, with limited continuity in the specific composition or size of such charges.

For improved clarity, we are providing definitions of these non-GAAP measures and reconciliations of non-GAAP measures to the appropriate GAAP measure below.

**Reconciliation of Net income excluding Restructuring and Impairment (non-GAAP measure) to total net income (GAAP measure)**

(US\$ millions)	Total	Restructuring, Impairment and Discontinued Operations	Before Restructuring, Impairment and Discontinued Operations
<b>2004</b>			
<b>Operating income</b>	<b>541</b>	<b>(354)</b>	<b>895</b>
Income/(loss) from associates and joint ventures	(2)	□	(2)
Financial expense, net	(73)	□	(73)
<b>Income before taxes</b>	<b>466</b>	<b>(354)</b>	<b>820</b>
Income tax expense	70	135	(65)
Income/(loss) from discontinued operations	(108)	(108)	□
<b>Net income</b>	<b>428</b>	<b>(327)</b>	<b>755</b>
Attributable to minority interests	(32)	(25)	(7)
Net income attributable to Syngenta AG shareholders	460	(302)	762
Tax rates	15%	38%	8%
Number of shares □ basic (millions)	105		105
Number of shares □ diluted (millions)	106		106
<b>Basic earnings per share</b>	<b>4.37</b>		<b>7.24</b>
<b>Diluted earnings per share</b>	<b>4.34</b>		<b>7.19</b>

(US\$ millions)	Total	Restructuring, Impairment and Discontinued Operations	Before Restructuring, Impairment and Discontinued
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## Operations

<b>2003 (adjusted)</b>			
<b>Operating income</b>	<b>521</b>	<b>(163)</b>	<b>684</b>
Income/(loss) from associates and joint ventures	(1)	□	(1)
Financial expense, net	(138)	□	(138)
<b>Income before taxes</b>	<b>382</b>	<b>(163)</b>	<b>545</b>
Income tax expense	(134)	68	(202)
Income/(loss) from discontinued operations	6	6	□
<b>Net income</b>	<b>254</b>	<b>(89)</b>	<b>343</b>
Attributable to minority interests	4	1	3
Net income attributable to Syngenta AG shareholders	250	(90)	340
Tax rates	35%	42%	37%
Number of shares □ basic (millions)	102		102
Number of shares □ diluted (millions)	102		102
<b>Basic earnings per share</b>	<b>2.46</b>		<b>3.35</b>
<b>Diluted earnings per share</b>	<b>2.45</b>		<b>3.34</b>

(US\$ millions)	Total	Restructuring, Impairment and Discontinued Operations	Before Restructuring, Impairment and Discontinued Operations
<b>2002 (adjusted)</b>			
<b>Operating income</b>	<b>210</b>	<b>(396)</b>	<b>606</b>
Income/(loss) from associates and joint ventures	(7)	□	(7)
Financial expense, net	(218)	□	(218)
<b>Income before taxes</b>	<b>(15)</b>	<b>(396)</b>	<b>381</b>
Income tax expense	(53)	104	(157)
Income/(loss) from discontinued operations	9	9	□
<b>Net income</b>	<b>(59)</b>	<b>(283)</b>	<b>224</b>
Attributable to minority interests	6	2	4
Net income attributable to Syngenta AG shareholders	(65)	(285)	220
Tax rates	353%	26%	41%
Number of shares □ basic (millions)	102		102
Number of shares □ diluted (millions)	102		102

<b>Basic and Diluted earnings per share</b>	<b>(0.64)</b>	<b>2.17</b>
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(US\$ millions)	Total	Restructuring, Impairment and Discontinued Operations	Before Restructuring, Impairment and Discontinued Operations
<b>2001 (adjusted)</b>			
<b>Operating income</b>	<b>353</b>	<b>(277)</b>	<b>630</b>
Income/(loss) from associates and joint ventures	(5)	□	(5)
Financial expense, net	(251)	□	(251)
<b>Income before taxes</b>	<b>97</b>	<b>(277)</b>	<b>374</b>
Income tax expense	(72)	88	(160)
Income/(loss) from discontinued operations	3	3	□
<b>Net income</b>	<b>28</b>	<b>(186)</b>	<b>214</b>
Attributable to minority interests	1	1	□
Net income attributable to Syngenta AG shareholders	27	(187)	214
Tax rates	68%	32%	42%
Number of shares □ basic and diluted (millions)	101		101
<b>Basic and Diluted earnings per share</b>	<b>0.27</b>		<b>2.11</b>

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(US\$ millions)	Total	Restructuring, Impairment and Discontinued Operations	Before Restructuring, Impairment and Discontinued Operations
<b>2000 (adjusted)</b>			
<b>Operating income</b>	<b>973</b>	<b>456</b>	<b>517</b>
Income/(loss) from associates and joint ventures	(1)	□	(1)
Financial expense, net	(85)	□	(85)
<b>Income before taxes</b>	<b>887</b>	<b>456</b>	<b>431</b>
Income tax expense	(331)	(102)	(229)

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Income/(loss) from discontinued operations	9	9	□
<b>Net income</b>	<b>565</b>	<b>363</b>	<b>202</b>
Attributable to minority interests	10	2	8
Net income attributable to Syngenta AG shareholders	555	361	194
Number of shares □ basic and diluted (millions)	74		74
<b>Earnings per share</b>	<b>7.49</b>		<b>2.62</b>

### Constant Exchange Rates

We compare results from one period to another period in this report using variances calculated at constant exchange rates (CER). To present that information, current period results for entities reporting in currencies other than US dollars are converted into US dollars at the prior period's exchange rates, rather than the exchange rates for this year. See Note 30 to the consolidated financial statements for information on average exchange rates in 2004, 2003 and 2002. For example, if a British entity reporting in pounds sterling sold £1 million of products in 2004 and 2003, our financial statements would report US\$1,818 million of revenues in 2004 (using 0.55 as the rate, which was the average exchange rate in 2004) and US\$1,639 million in revenues in 2003 (using 0.61 as the rate, which was the average exchange rate in 2003). The CER presentation would translate the 2004 results using the 2003 exchange rates and indicate that underlying revenues were flat. We present this CER variance information in order to assess how our underlying business performed before taking into account currency exchange fluctuations. We also present our actual reported results in order to provide the most directly comparable data under GAAP.

### Basis of Preparation of 2000 Information

For accounting and financial purposes, the transactions forming Syngenta are treated as a purchase of Zeneca agrochemicals business by Novartis agribusiness with effect from November 13, 2000. As such, the consolidated financial statements do not include the financial results of Zeneca agrochemicals business prior to November 13, 2000, and are not indicative of the performance of Syngenta prior to this date.

The consolidated income statements for the twelve months ended December 31, 2004, 2003, 2002 and 2001 represent the performance of Syngenta in those periods. The consolidated income statement for the twelve months ended December 31, 2000 is based mainly on the performance of Novartis agribusiness, with the results of Zeneca agrochemicals business being included only following the formation of Syngenta on November 13, 2000.

The consolidated cash flow statements for the twelve months ended December 31, 2004, 2003, 2002 and 2001 represent the performance of Syngenta in those periods. The consolidated cash flow statement for the twelve months ended December 31, 2000 consists mainly of the cash flows for the full year of Novartis agribusiness, with cash flows from Zeneca agrochemicals business being included only following the formation of Syngenta on November 13, 2000.

Some costs which have been reflected in the consolidated financial statements for 2000 are not necessarily indicative of the costs that Syngenta would have incurred had it operated as an independent, stand-alone entity for all periods presented. These costs comprise allocated Novartis corporate overhead, interest expense and income taxes. Until its combination with Zeneca agrochemicals business, Novartis agribusiness was not managed as a single strategic business entity. Instead, the Crop Protection and Seeds businesses were operated by separate management teams, which were coordinated with strategic management at the Novartis holding company level. Following the merger with Zeneca agrochemicals business, Syngenta is a single entity.

At November 13, 2000, 69 million ordinary shares of Syngenta were issued to Novartis shareholders. The issuance is considered a recapitalization of Syngenta's predecessor, Novartis agribusiness. Therefore, these shares are

considered outstanding for all periods prior to November 13, 2000. An additional 44 million ordinary shares of Syngenta were issued to AstraZeneca shareholders on November 13, 2000, in consideration of Zeneca agrochemicals business. Approximately 10% of total outstanding shares were repurchased by Syngenta as treasury shares, shortly following the Separation Date. Treasury shares are deducted from the total shares in issue for the purposes of calculating earnings per share.

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Accordingly, the weighted average number of ordinary shares in issue was 74 million for 2000, after adjustment for the 44 million shares issued in conjunction with the Zeneca acquisition and the shares repurchased by Syngenta in November, 2000, as from the issuance and repurchase dates respectively. In 2003, 2002 and 2001, the weighted average number of ordinary shares has been adjusted for the number of treasury shares issued under Employee Share Purchase Plans (Note 27 to the consolidated financial statements).

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## ITEM 6 DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### Directors

The members of the Board of Directors are as follows:

Name	Age	Position	Year First Elected	Current Term Expires
Heinz Imhof (1)(10)	62	Chairman of the Board	2000	2007
Martin Taylor (4)(7)(12)(14)	52	Vice Chairman of the Board	2000	2005
Michael Pragnell (2)	58	Director and Chief Executive Officer	2000	2007
Peggy Bruzelius (5)	55	Non-Executive Director	2000	2006
Peter Doyle	66	Non-Executive Director	2000	2006
Rupert Gasser	66	Non-Executive Director	2002	2007
Pierre Landolt (6)	57	Non-Executive Director	2000	2006
Pedro Reiser (9)	69	Non-Executive Director	2002	2006
Peter Thompson (8)	58	Director	2000	2005
Rolf Watter (6)	47	Director	2000	2005

		Non-Executive Director		
Felix Weber (2)(10)	54	Non-Executive Director	2000	2005

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*Sir David Barnes resigned from the Board effective April 27, 2004 (3)(11)(13) .*

As of March 10, 2005.

- (1) Chairman of the Chairman's Committee
- (2) Member of the Chairman's Committee
- (3) Member of the Chairman's Committee until April 27, 2004 (AGM)
- (4) Member of the Chairman's Committee since May 26, 2004
- (5) Chairman of the Audit Committee
- (6) Member of the Audit Committee
- (7) Member of the Audit Committee until May 26, 2004
- (8) Member of the Audit Committee since May 26, 2004
- (9) Chairman of the Compensation Committee
- (10) Member of the Compensation Committee
- (11) Member of the Compensation Committee until April 27, 2004 (AGM)
- (12) Member of the Compensation Committee since May 26, 2004
- (13) Member and Vice Chairman of the Board until April 27, 2004 (AGM)
- (14) Vice Chairman of the Board since May 26, 2004

#### **Heinz Imhof**

Chairman of the Board of Directors and of the Chairman's Committee and member of the Compensation Committee. Previously Heinz Imhof was Head of Novartis' Agribusiness division and a member of the Novartis Executive Committee (1999-2000), Deputy Executive Head Novartis Agribusiness and Head of Novartis Seeds (1996-1998), Deputy Chairman and Chief Executive Officer of Sandoz Corporation in New York (1993-1995) and additionally Chairman and Chief Executive Officer of Sandoz Pharmaceuticals Corporation in East Hanover, New Jersey. Currently Heinz Imhof is a member of the Supervisory Committee of SGCI (Schweizerische Gesellschaft für die Chemische Industrie), a non-executive Director of Firmenich International SA and Chairman of the Foundation Board of the Syngenta Foundation for Sustainable Agriculture. He graduated from the Swiss Federal Institute of Technology in Zurich with a degree in agronomy.

#### **Martin Taylor**

Vice Chairman of the Board of Directors and member of the Chairman's and the Compensation Committee. Martin Taylor is currently an international advisor to Goldman Sachs International, in addition to being a Director of RTL Group SA. Martin Taylor was Chairman of WHSmith PLC (1999-2003) and a Director of Antigenics Inc. (1999-2003). Previously he was Chief Executive Officer of Barclays PLC (1993-1998) and of Courtaulds Textiles (1990-1993). In addition he was a member of the Oxford Business School Advisory Board. Martin Taylor has a degree in oriental languages from Oxford University.

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#### **Michael Pragnell**

Chief Executive Officer, Director and member of the Chairman's Committee. Previously Michael Pragnell was a Director of AstraZeneca (1999-2000) and of Zeneca Group plc (1997-1999). He joined Zeneca Agrochemicals as

Chief Executive Officer in 1995. Prior to 1995 he worked for Courtaulds plc in a number of senior positions (1975-1995), including Executive Director (1990-1995), Chief Financial Officer (1992-1994) and Chief Executive Officer of Courtaulds Coatings (1986-1992). Currently Michael Pragnell serves as President of CropLife International, the global association for the plant science industry. He has a degree in modern languages from Oxford University and an MBA from INSEAD.

### **Peggy Bruzelius**

Director and Chairman of the Audit Committee. Peggy Bruzelius is currently Chairman of Grand Hotel Holdings and Lancelot Asset Management AB. In addition she serves as Vice Chairman of AB Electrolux and as Director of Scania AB, Ratos AB and Axfood AB, as a Senior Advisor to Lehman Brothers Ltd, Vice Chairman of the Royal Swedish Academy of Engineering Sciences and as a member of the Board of Trustees of the Stockholm School of Economics. Previously she was Chief Executive Officer of ABB Financial Services (1991-1997), Executive Vice President of SEB-bank (1997-1998), a member of the Swedish Board of Government Bank Support Authority (1991-1993) and a Director of AB Drott (1999-2004). Peggy Bruzelius holds an MBA from the Stockholm School of Economics.

### **Peter Doyle**

Director and Chairman of the Science and Technology Advisory Board. Peter Doyle currently is a non-executive Director of Avidex Ltd, a member of the Advisory Board of Vida Capital Partners, a Trustee of the Nuffield Foundation and Past Master of the Salters' Livery Company. Previously he served as Chairman of the Biotechnology and Bioscience Research Council (1989-2003), non-executive Director of Oxagen (1999-2002), non-executive Director of Oxford Molecular PLC (1997-2000), Director of Zeneca Group PLC (1993-1999) and as a Director of ICI (1989-1993). Peter Doyle holds a BSc (Hons) degree in pure science and a PhD in chemistry from Glasgow University.

### **Rupert Gasser**

Director. Rupert Gasser is currently a member of the Scientific Advisory Board of Alcon Laboratories Inc and President of Nestec SA. Formerly he was Executive Vice President of Nestlé SA (1997-2002), Head of Strategic Business Group I (Coffee and Beverages, Milk and Food Services) and Head of Corporate Technical/Manufacturing worldwide (1991-1996), Senior Vice President at Nestec SA (1990-1991) and a non-executive Director of Lonza Group AG (1999-2004). Rupert Gasser graduated from the Technical Academy for Chemical Industry in Vienna with a degree in chemistry.

### **Pierre Landolt**

Director and member of the Audit Committee. In addition, Pierre Landolt has been delegated by the Board to oversee policies and activities in the area of corporate social responsibility. He is currently Director of Novartis AG and Chairman of the Sandoz Family Foundation. He serves as Chairman of AxialPar Ltda, Moco Agropecuaria Ltda, Ecocarbon LLC, the CITCO Group, Vaucher Manufacture Fleurier SA and as Vice Chairman of Parmigiani SA. Pierre Landolt is also a Partner with unlimited liabilities of the Private Bank Landolt & Cie. In addition, he is Vice Chairman of the Montreux Jazz Festival Foundation, President of the Instituto Jurema de Pesquisa in Brazil and member of the Foundation Board of the Syngenta Foundation for Sustainable Agriculture. He graduated with a Bachelor of Laws from the University of Paris Assas.

### **Pedro Reiser**

Director and Chairman of the Compensation Committee. Pedro Reiser is currently a member of the Foreign Policy Committee of the Swiss Popular Party (SVP) and a Director of the HCB Happy Child Birth AG. Previously he served as Chairman of ESBATech AG (2002-2004), as Director and Advisor (1999-2001) and President and Chief Executive Officer of Novartis Pharma K.K. Japan (1995-1999), and as President and Chief Executive Officer of Holvis AG (1990-1995). Pedro Reiser studied law at the University of Zurich and graduated from the University of Geneva with a PhD in political science.

### **Peter Thompson**

Director and member of the Audit Committee. Peter Thompson currently serves as Director of Sodexo Alliance SA and as Chairman of the Board of Trustees of the Stanwich School in Greenwich, Connecticut. Previously he was President and Chief Executive Officer of PepsiCo Beverages International (1996-2004), President of PepsiCo Foods International's Europe, Middle East and Africa Division (1995-1996), and of Walkers Snack Foods in the UK (1994-1995). Before joining PepsiCo he held various senior management roles with Grand Metropolitan PLC, including President and Chief Executive Officer of GrandMet Foods Europe (1992-1994), Vice Chairman of The Pillsbury Company (1990-1992) and President and Chief Executive Officer of The Paddington Corporation

(1984-1990). Peter Thompson has a degree in modern languages from Oxford University and an MBA from Columbia University.

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### **Rolf Watter**

Director and member of the Audit Committee. Rolf Watter has been a partner in the law firm Bär & Karrer in Zurich since 1994 and is a member of its executive board since 2000. In addition he is a part-time professor at the Law School of the University of Zurich. He is non-executive Chairman of Cablecom GmbH (and of its controlling parent entities Cablecom Holdings AG and Glacier Holdings GP SA, Luxemburg) and a non-executive Director of Zurich Financial Services AG (and its subsidiary Zurich Insurance Company), Forbo Holding AG (and its subsidiary Forbo Finanz AG), UBS Alternative Portfolio AG and A.W. Faber-Castell (Holding) AG, in addition to being a Board member of the Swiss Lawyers' Association and a member of the Swiss Stock Exchange Admission Board and of its Disclosure Commission of Experts. Rolf Watter graduated from the University of Zurich with a doctorate in law and holds an LL.M. degree from Georgetown University; he is admitted to the Bar of Zurich.

### **Felix Weber**

Director and member of the Chairman's Committee and the Compensation Committee. Felix Weber is currently a Director of the parent company of Cablecom GmbH (and of its controlling parent entities Cablecom Holdings AG and Glacier Holdings GP SA, Luxemburg). Previously he was Executive Vice President and Chief Financial Officer of Adecco SA (1998-2004), engagement manager and partner of McKinsey & Company in Zurich (1984-1997) and managing director of Alusuisse South Africa (1982-1984). Felix Weber graduated from the University of St. Gallen, with an MBA in operations research and finance and a PhD in marketing.

### **Changes in 2004**

Sir David Barnes left the Board in 2004. After the merger being successfully completed, Sir David Barnes decided, having reached the age of 68 years, not to stand for re-election for a further term of office.

The business address of all Directors is Syngenta AG, Schwarzwaldallee 215, 4058 Basel, Switzerland.

### **Members of the Executive Committee**

The members of the Executive Committee of Syngenta are as follows:

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<b>Name</b>	<b>Age</b>	<b>Position</b>
Michael Pragnell	58	Chief Executive Officer
John Atkin	51	Chief Operating Officer - Crop Protection
Bruce Bissell	58	Head of Global Operations and Human Resources
David Jones	55	Head of Business Development
David Lawrence	56	Head of Research & Technology
Michael Mack	44	Chief Operating Officer - Seeds
Christoph Mäder	45	Head of Legal & Taxes
Domenico Scala	39	Chief Financial Officer

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As of March 10, 2005.

**Michael Pragnell**

Chief Executive Officer, Director and member of the Chairman's Committee. Previously Michael Pragnell was a Director of AstraZeneca (1999-2000) and of Zeneca Group plc (1997-1999). He joined Zeneca Agrochemicals as Chief Executive Officer in 1995. Prior to 1995 he worked for Courtaulds plc in a number of senior positions (1975-1995), including Executive Director (1990-1995), Chief Financial Officer (1992-1994) and Chief Executive Officer of Courtaulds Coatings (1986-1992). Currently Michael Pragnell serves as President of CropLife International, the global association for the plant science industry. He has a degree in modern languages from Oxford University and an MBA from INSEAD.

**John Atkin**

Chief Operating Officer of Syngenta Crop Protection. Previously John Atkin was Chief Executive Officer (1999-2000), Chief Operating Officer (1999), Head of Product Portfolio Management (1998) and Head of Insecticides and Patron for Asia (1997-1998) of Novartis Crop Protection. Prior to 1998 he was General Manager of Sandoz Agro France (1995-1997) and Head of Sandoz Agro Northern Europe (1993-1995). John Atkin graduated from the University of Newcastle-upon-Tyne with a PhD and a BSc degree in agricultural zoology.

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**Bruce Bissell**

Head of Global Operations and Human Resources. Previously Bruce Bissell was Director of Supply Chain for Zeneca Agrochemicals (1997-2000) and Head of International Manufacturing for the pharmaceutical business of Zeneca Group PLC (1992-1997). Bruce Bissell graduated from Strathclyde University with a degree in applied chemistry.

**David Jones**

Head of Business Development also responsible for Plant Science. Previously David Jones was Business Director for Zeneca Agrochemicals (1997-2000), having been Regional Executive for Asia, Africa and Australia, based in Hong Kong, since 1992. He has a BSc and PhD in science and economics from Stirling University in Scotland.

**David Lawrence**

Head of Research and Technology. Previously he was Head of R&T Projects for Syngenta (2000-2002). Prior to this he had been Head of International R&D Projects in Zeneca Agrochemicals, having previously held several senior scientific roles. David Lawrence graduated in chemistry from Oxford University with an MA and DPhil in chemical pharmacology.

**Michael Mack**

Chief Operating Officer of Syngenta Seeds. Since joining the Company in 2002, Michael Mack has served as Head of Crop Protection, NAFTA Region. Prior to this, he was President of the Global Paper Division of Imerys SA, a Paris-based mining and pigments concern, from the time of its merger in 1999 with English China Clays Ltd. He had previously served there as Executive Vice President, Americas and Pacific Region, in addition to being an Executive Director of the Board. From 1987 to 1996 he held various roles with Mead Corporation. He has a degree in economics from Kalamazoo College in Michigan, studied at the University of Strasbourg, and has an MBA from Harvard University.

**Christoph Mäder**

Head of Legal and Taxes. Previously Christoph Mäder was Head of Legal & Public Affairs of Novartis Crop Protection (1999-2000) and Senior Corporate Counsel of Novartis International AG (1992-1998). Christoph Mäder is a member of the Supervisory Committees of the Federation of Swiss Industrial Holding Companies and the Basel Chamber of

Commerce. He graduated from Basel University Law School, and is admitted to the Bar in Switzerland.

### **Domenico Scala**

Chief Financial Officer. Previously Domenico Scala held various leading positions in Finance with Roche AG (1995-2003), most recently as Group Treasurer (2001-2003) and Head of Company Controlling (1999-2001). Prior to 1995, he was Finance Director of Panalpina Italy SpA (1993-1995) and Senior International Auditor with Nestlé SA (1990-1993). Domenico Scala graduated from the University of Basel with a degree in economics.

### **Changes in 2004 and since December 31, 2004**

Jeffrey Beard resigned from the Executive Committee at the end of December 2004. Jeffrey Beard was Chief Operating Officer of Syngenta Seeds from 2000 to 2004. Previously Jeffrey Beard was Head of the Business Area Corn for Novartis Seeds (1999-2000). With effect from January 1, 2005, Michael Mack was appointed Chief Operating Officer of Syngenta Seeds and a member of the Syngenta Executive Committee.

## **Compensation**

### **Executive Compensation Policy and Programs**

Syngenta's executive compensation principles are designed to attract, retain and motivate internationally oriented, successful executives. The aim is to provide appropriate rewards in a competitive employment market and support the development of a high performance environment. The elements of total compensation for the Chairman, Chief Executive Officer, members of the Executive Committee and the Senior Management Group are base salary, annual cash and equity-based incentive awards. Total individual compensation at target performance level relates to market median for comparable companies with the opportunity for substantial higher compensation for outstanding performance. The incentive awards generally represent a significant part of total compensation. Cash and equity-based incentive awards depend on Company and individual performance. Equity-based compensation consists of stock options and deferred shares.

### **Executive Compensation**

The aggregate amount of cash compensation (salaries and short-term incentive awards) in 2004 paid to the acting and former executive members of the Board of Directors and the members of the Executive Committee (a total of eleven people) was CHF

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12.39 million. Portions of the short-term incentive awards contained in this figure have been used to defer 32,630 shares into the Deferred Share Plan on a mandatory and voluntary basis. In addition, 220,737 options at an exercise price of CHF 89.30 under the Syngenta Long-Term Incentive Plan (Stock Options) were granted to these Executives. Short-term and long-term incentives were granted on the basis of performance in 2003. In 2004, within the scope of the Syngenta Employee Share Purchase Plan, the acting and former executive members of the Board of Directors and the members of the Executive Committee purchased 378 shares.

CHF 4.78 million was set-aside to meet pension obligations, including provisions to cover merger-related pension promises.

The highest total compensation paid to a member of the Board of Directors in 2004 consisted of CHF 2.55 million of cash compensation (salary and short-term incentive award). This member of the Board of Directors used a portion

of the short-term incentive award to defer 8,154 shares under the Syngenta Deferred Share Plan. In addition 56,790 options at an exercise price of CHF 89.30 were granted to this member of the Board of Directors. The short-term and long-term awards were granted on the basis of performance in 2003. CHF 3.4 million was set-aside to meet pension obligations, including provisions to cover merger-related pension promises to this member of the Board of Directors.

Further information is provided in Note 28 to the consolidated financial statements.

### Compensation of Non-Executive Directors

Non-executive members of the Board could opt for payment of their compensation in cash or a combination of cash and options. The aggregate amount of compensation in 2004 to the ten active and former Non-Executive Directors (cash compensation and options) amounted to CHF 1.59 million. Of this amount CHF 1.16 million was paid in cash and CHF 0.44 million will be paid in options in 2005. In 2004, 19,803 options at an exercise price of CHF 89.30 were granted to Non-Executive Directors to cover the portion of their compensation which such Non-Executive Directors opted in 2003 to receive in the form of options.

### Syngenta Long-Term Incentive Plan (Stock Options)

In 2000, the Syngenta Long-Term Incentive Plan (Stock Options) was implemented to provide selected members of the Board of Directors, senior executives and key management employees of Syngenta with an opportunity to obtain the right to purchase shares of Syngenta (American Depositary Shares for United States participants). Currently there are approximately 650 participants in the Long-Term Incentive plan. The grant of stock options for Syngenta shares is at the discretion of the Compensation Committee, whose members are appointed by the Board of Directors of Syngenta. In 2004 a total number of 1,062,643 stock options were granted at an exercise price of CHF 89.30. After a three-year vesting period, options can be exercised to purchase shares within a period of 10 years (11 years for certain Swiss participants) from the date of grant. The total number of stock options including the equivalent number of options for American Depositary Shares outstanding at December 31, 2004 is as follows:

Grant Date	Exercise price	Blocked until	End of the exercise period	Total number of outstanding options 12/31/04
12/04/00	CHF 76.50	12/03/03	12/03/10	234,200
03/27/01	CHF 83.70	03/26/04	03/26/11	176,860
03/11/02	CHF 98.00	03/10/05	03/10/12	536,882
03/11/02	CHF 98.00	03/10/05	03/10/13	318,591
03/12/03	CHF 59.70	03/11/06	03/11/13	576,958
03/12/03	CHF 59.70	03/11/06	03/11/14	652,767
02/20/04	CHF 89.30	02/19/07	02/19/14	510,989
02/20/04	CHF 89.30	02/19/07	02/19/15	532,615

The exercise price is equal to the weighted average share price on the Swiss stock exchange (SWX) for the five business days preceding the grant date, as determined by the Compensation Committee. All options were granted at an exercise price greater than the market price of the Syngenta shares at the grant date.

### Syngenta Deferred Share Plan

In 2002, the Syngenta Deferred Share Plan was implemented to grant shares or share awards to eligible senior executives as part of the short-term incentive award. In accordance with the rules of the plan a portion of the participants short-term incentive awards are allocated to the Syngenta Deferred Share Plan as deferred shares. Additional voluntary deferrals within the limits provided by the plan can be made at the discretion of the participants. The value of a Deferred Share at the time of the grant corresponds to the Syngenta share price at the time of the grant. Shares are deferred for a period of three years commencing on the grant date. At the end of the deferral period, Syngenta matches the deferred shares on a one-for-one basis. In 2004 a total of 88,265 Deferred Shares were granted to approximately 135 senior executives for their performance in the incentive year 2003.

Further information on the Syngenta Long-Term Incentive plan (Stock Options) and the Deferred Share Plan is provided in Note 27 to the consolidated financial statements.

### **Corporate Governance**

The Company policies on Corporate Governance are in accordance with Swiss law, the [Swiss Code of Best Practice] and the Swiss Stock Exchange Directive on Corporate Governance. They are consistent with the requirements and practice of the capital markets where Syngenta is listed, namely Switzerland and the United States.

### **Service Contracts**

Neither the Chairman of the Board nor the CEO has a service contract which provides for benefits upon termination of employment. In addition, none of the other Directors of the Board has a service contract.

### **Board**

A strong and experienced Board leads Syngenta. It includes representatives of four nationalities who are drawn from international business and scientific backgrounds. It brings diversity in expertise and perspective to the leadership of a complex, highly regulated, global business.

The Board exercises full and effective control of the Company as set out in the Swiss Code of Obligations and in the regulations governing the internal organization of Syngenta AG. This includes the ultimate direction and management of Syngenta, and establishing the basic strategic accounting, organizational and financial policies to be followed. All major investments and strategic decisions are reserved for the Board which also has responsibility for corporate governance matters.

Some of the board's responsibilities are delegated to the Chairman's Committee, the Audit Committee and the Compensation Committee. Operational management of Syngenta is delegated to the Executive Committee.

### **Chairman of the Board**

The Chairman of the Board is nominated by the Board and shares responsibility for the strategic direction of Syngenta with the CEO. He ensures close liaison between the Board and its committees and the CEO. In consultation with the CEO, the Chairman supervises implementation of resolutions of the Board and of its committees.

The Chairman of the Board represents, jointly with the CEO, the interests of the Company as a whole towards authorities and business associations, both in Switzerland and internationally.

### **Chairman's Committee**

The Chairman's Committee consists of four members nominated by the Board: the Chairman and Vice Chairman of the Board, the Chief Executive Officer and one other Director. This Committee prepares the meetings of the Board of Directors and comments on matters falling within the Board's authority before decisions are taken. It is also empowered to make decisions on behalf of the Board where the latter has delegated such authority. Furthermore the Chairman's Committee advises the Board of Directors on the composition and succession planning of the Board and the Board Committees. It ensures the development of guidelines for selecting candidates and assumes responsibility for reviewing and proposing to the full Board candidates for election to the Board. Final decisions are taken by the full Board, which then submits the election proposals to the Shareholders' Meeting. Members of the Chairman's Committee are Heinz Imhof (Committee Chairman), Michael Pragnell, Martin Taylor and Felix Weber.

During 2004, the Chairman's Committee met eight times.

### **Compensation Committee**

The Compensation Committee consists of four members appointed by the Board: the Chairman of the Board and three other Directors. It regulates the compensation of the Directors and the remuneration and terms of employment of the members of the Executive Committee. Members of the Compensation Committee are Pedro Reiser (Committee Chairman), Heinz Imhof, Martin Taylor and Felix Weber. Michael Pragnell attends the meetings of the Compensation Committee as a permanent guest. During 2004, the Compensation Committee met four times.

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### **Audit Committee**

The Audit Committee consists of four members who are all independent Directors. Its duties are to examine reports from external and internal auditors and to submit findings to the Board. The Audit Committee assesses the quality of the financial reporting and prepares Board decisions in this area. Furthermore, it reviews critical accounting policies and financial control mechanisms. The Audit Committee also monitors and reports on the performance and independence of the auditors. Members of the Audit Committee are Peggy Bruzelius (Committee Chairman), Pierre Landolt, Peter Thompson and Rolf Watter. During 2004, the Audit Committee met four times.

### **Internal Audit**

Internal Audit, as an inspecting and monitoring body, carries out operational audits and system audits. All organizational units, associated companies and foundations are subject to audit. Organizationally independent of management, Internal Audit duties are assigned by the Audit Committee and it submits its reports to the Chairman of the Board. Any suspected irregularities are reported without delay. Internal Audit maintains a regular dialogue with the external auditor to share reports and risk issues arising from their respective audits and to coordinate their activities.

In connection with the year end financial consolidation, a letter of assurance process is implemented. The letters of assurance are cascaded down the organization. The returned letters are analyzed, evaluated and any arising issues or deficiencies are reported to the Head of Internal Audit. Internal Audit thereafter makes a report of the combined issues arising from internal audits and the letter of assurance process to the Audit Committee. The Audit Committee reports to the full Board.

### **Chief Executive Officer**

The CEO is nominated by the Board and shares responsibility for the strategic direction of Syngenta with the Chairman. The CEO is ultimately responsible for the active leadership and operational management of Syngenta and chairs the Executive Committee, representing the latter inside and outside the Company. Members of the Executive Committee are directly responsible to the CEO. The CEO in turn ensures the Executive Committee's efficiency and effectiveness to the Chairman, the Chairman's Committee and the Board.

The CEO represents, jointly with the Chairman, the interests of the Company as a whole to authorities and business associations, both in Switzerland and internationally.

### **Executive Committee**

Under the direction of the CEO, the Executive Committee is responsible for the operational management of the Company. It consists of the CEO, the Chief Operating Officers of the Crop Protection and Seeds businesses, together with the Heads of Syngenta's functional activities: Finance, Research and Technology, Global Operations and Human Resources, Business Development and Legal and Taxes.

### ***Appointment of Directors and Members of the Executive Committee***

The shareholders in a shareholders' meeting appoint the members of the Board of Directors. The articles of incorporation of Syngenta provide that the term for which Directors are appointed must not exceed three years (one year within the meaning of this provision is the period from one ordinary shareholders' meeting to the next ordinary shareholders' meeting). A year for the purpose of determining any term of office is the interval between two ordinary general shareholder meetings. Directors may be re-elected. The members of the Executive Committee are appointed and removed by the Board of Directors.

### **Listing Standards of the New York Stock Exchange**

A description of the significant ways in which Syngenta's corporate governance practices differ from those followed by domestic companies under New York Stock Exchange listing standards is available on Syngenta's website at [www.syngenta.com/en/investor/corpgov\\_nyse.aspx](http://www.syngenta.com/en/investor/corpgov_nyse.aspx).

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## **Employees of Syngenta**

### **Year 2004**

Syngenta had approximately 19,500 permanent employees as of December 31, 2004. Approximately 25% of these were in NAFTA, 8% in Latin America, 16% in Asia Pacific and the remaining 51% in Europe and AME.

The functional distribution of our employees for the year ending December 31, 2004 was approximately as follows:

Production	36%
Research and development	21%
Marketing and distribution	31%
Administration and general overhead	12%

In Switzerland, Belgium, Brazil, France, Germany, India, Italy, Japan, Korea, the Netherlands, Spain, Sweden and the United Kingdom, part of the workforce is unionized or represented by work councils. In the United States, approximately 102 employees are unionized. On a worldwide basis, fewer than 10% of our employees belong to a trade union. Our relationships with our unions and other employee organizations are generally good and there have been no significant industrial disputes over the last five years at any of Syngenta, Novartis agribusiness or Zeneca agrochemicals business.

### **Year 2003**

Syngenta had approximately 19,000 permanent employees as of December 31, 2003. Approximately 20% of these were in NAFTA, 8% in Latin America, 16% in Asia Pacific and the remaining 56% in Europe and AME.

The functional distribution of our employees for the year ending December 31, 2003 was approximately as follows:

Production	39%
Research and development	19%
Marketing and distribution	29%
Administration and general overhead	13%

### Year 2002

Syngenta had approximately 20,000 permanent employees as of December 31, 2002. Approximately 21% of these were in NAFTA, 8% in Latin America, 16% in Asia Pacific and the remaining 55% in Europe and AME.

The functional distribution of our employees for the year ending December 31, 2002 was approximately as follows:

Production	39%
Research and development	22%
Marketing and distribution	27%
Administration and general overhead	12%

### Management Shareholders

The aggregate amount of Syngenta shares held by current Directors and the members of the Executive Committee as of December 31, 2004, based on information available to the Company is 0.09% of all outstanding shares. None of Syngenta's Directors or the Executive Committee members individually owns more than 1% of the Company's outstanding shares.

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## ITEM 7 □ MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### Major Shareholders

During the period January 1, 2004 until February 28, 2005 the following disclosure notifications were made by the Company in the Swiss Commercial Gazette in accordance with the Swiss Stock Exchange Act:

- *On December 11, 2003, the Company reported that Morgan Stanley Investment Management exceeded the 5 per cent threshold with a holding of 6.112 per cent of the share capital; on March 12, 2004, the Company reported that this holding had fallen below 5 percent.*
- *On February 15, 2005 the Company reported that Syngenta AG itself exceeded the 10 percent threshold with a holding of 10.82 per cent of the share capital.*

As of February 28, 2005, to our knowledge there is no other shareholder besides Syngenta AG with a position of more than 5 per cent of the share capital.

As of February 28, 2005 Syngenta AG itself held 12,593,522 shares in treasury corresponding to 11.19% of the share capital. In accordance with Article 659a of the Swiss Code of Obligations, the Company, however, cannot exercise the voting rights relating to those shares. According to the Share Register of the Company, as of February 28, 2005, no other shareholder was known by the Company to be the owner of 5% or more of the Company's voting securities. To its knowledge, the Company is as of February 28, 2005 not owned or controlled, directly or indirectly, by another corporation, by any government or by any other natural or legal person, severally or jointly. As of February 28, 2005 59,170,605 ADRs of Syngenta AG corresponding to 10.8% of the share capital and 19,607,905 Ordinary Shares of Syngenta AG corresponding to 17.2% of the share capital were held by 3206 registered holders domiciled in the United States.

### **Related Party Transactions**

There were no related party transactions other than those described in Note 28 to the consolidated financial statements.

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## **ITEM 8 □ FINANCIAL INFORMATION**

### **Consolidated Financial Statements**

See Item 18 □Financial Statements□ for our consolidated financial statements.

### **Legal Proceedings**

In addition to the legal proceedings described below, Syngenta is involved from time to time in a number of legal proceedings incidental to the normal conduct of its business, including proceedings involving product liability claims, commercial claims, employment and wrongful discharge claims, patent infringement claims, competition claims, tax assessment claims, waste disposal claims and tort claims relating to the release of chemicals into the environment. Syngenta maintains general liability insurance, including product liability insurance, covering claims on a worldwide basis with coverage limits and retention amounts which management believes to be adequate and appropriate in light of Syngenta's businesses and the risks to which it is subject.

Class action complaints were filed in 1999 and 2000 against Monsanto in federal court in the District of Columbia (Higginbotham et al. v. Monsanto Co.) and in Illinois (Blades et al. v. Monsanto Co.) seeking damages and injunctive relief for alleged antitrust violations by Monsanto and others in the sale and distribution of genetically modified insect resistant corn seeds and glyphosate-tolerant soya seeds. The Higginbotham action was transferred in May 2000 to Illinois where the lawsuits were consolidated and in January 2001 both cases were transferred to federal court in Missouri. A number of Monsanto's major competitors including Syngenta Seeds Inc. and Syngenta Crop Protection Inc. were added as additional defendants in June 2001. On October 12, 2001 defendants filed separate motions to dismiss plaintiffs' amended complaint for failure to state a claim upon which relief could be granted. Plaintiffs subsequently stipulated to the dismissal of Syngenta Crop Protection Inc. on the ground that the company's business does not include the sale of the products at issue in the case, and the court approved the dismissal. Defendants' motions to dismiss were denied in a court order issued on April 3, 2002. The case entered into the class certification discovery phase on January 15, 2002 and an evidentiary hearing was held by the court on April 28-29, 2003. On September 19, 2003, the court granted Monsanto's motion for summary judgment dismissing negligence and public nuisance claims asserted only against Monsanto and denied defendants' motion for summary judgment limiting the antitrust claims to direct purchasers only. As a result of the dismissal of the tort claims, the action is now being captioned McIntosh, et al. v. Monsanto Company, et al. On September 30, 2003 the court denied plaintiffs' motion for class certification by holding that plaintiffs failed to show that impact from the alleged antitrust violations could be proven with common evidence on a class-wide basis. On October 15, 2003 plaintiffs petitioned the 8th Circuit Court of Appeals for permission to appeal the District Court's denial of class certification and on October 24, 2003, the District Court granted plaintiffs' request to stay discovery while the petition was pending in the 8th Circuit. On December 18, 2003, the 8th Circuit Court of Appeals accepted plaintiffs' appeal and on September 13, 2004 the Court heard oral argument on the appeal. In an opinion filed on March 7, 2005, the 8th Circuit Court of Appeals affirmed the District Court's denial of class certification.

On November 21, 2001, a class action complaint was filed by S&M Farm Supply, Inc. in federal court in California against Monsanto Company and its parent Pharmacia Corporation, alleging that Monsanto and various alleged co-conspirators, including Syngenta Crop Protection, Inc. and its predecessor corporations, conspired to allocate markets and to fix, raise, maintain or stabilize prices for glyphosate-based and paraquat-based herbicides in the United States. On March 6, 2002, the judge in those proceedings ordered that the proceedings be transferred to the Eastern District of Missouri. This case was consolidated with Orange Cove Ag-Chem v. Pharmacia. On October 16, 2003, the court denied plaintiffs' motion for class certification and denied the plaintiffs' motion for

reconsideration on November 20, 2003. The court also denied the plaintiffs' motion to stay the case on November 25, 2003. On December 19, 2001, a representative action and class action complaint was filed under the title Kevin Williamson and Bobby Valette vs. Pharmacia Corporation, Monsanto Company and Does 1-100 in the Superior Court of California for Sonoma. The action brought under the California Business and Professions Code raises similar allegations to those made in the federal lawsuit and claims violations by the defendants and their alleged co-conspirators, including Syngenta Seeds, Inc., Syngenta Crop Protection, Inc., and their predecessor corporations, of the Cartwright Act and the Unfair Competition Act. On May 21, 2002, a class action suit raising similar allegations was filed under the title of Gerald T. Raines v. Pharmacia Corporation, Monsanto Company and Does 1-100 in the Circuit Court for Cooke County, Tennessee. On May 3, 2003, a class action suit was filed in Superior Court in Passaic, New Jersey, against Monsanto claiming that similar factual allegations constitute violations of the New Jersey Consumer Fraud Act. On July 16, 2003, this case was voluntarily dismissed with prejudice. At this point in time no Syngenta entity has been formally named as a defendant in any of these proceedings.

Syngenta and its predecessor companies have competed vigorously in the seed and crop protection market place and therefore will vigorously oppose the allegations in the related court cases described above.

In February 2001, the Port of Houston Authority (the "Port") filed suit against GB Biosciences Holdings, Inc., GB Biosciences Corporation, and certain other Syngenta entities (including Syngenta Crop Protection, Inc.) in Texas State Court regarding contamination that has allegedly migrated off the GB Biosciences Greens Bayou site in Houston, Texas. The Greens Bayou

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site, which manufactures an agricultural fungicide, was acquired by us in February 1998 from Ishihara Sangyo Kaisha, Ltd. ("ISK"). The onsite past use of certain chlorinated organic compounds employed in the manufacture of certain pesticides has contributed to soil and groundwater contamination, some of which has been detected on and under the adjacent property owned by the Port and in sediments of the adjoining Greens Bayou. The contamination at issue mainly involves certain chlorinated pesticides generated before 1970 by the prior owner of the plant, also named as a defendant. While this contamination is generally being addressed under the site's Resource Conservation and Recovery Act ("RCRA") permit, the Port nonetheless filed suit. On December 19, 2003, the Syngenta entity defendants, along with co-defendants ISK and Occidental Chemical Company ("Occidental") and certain of their affiliates settled the Port's lawsuit by agreeing to conduct certain remediation activities expected to cost approximately \$45 million, to pay the Port \$35 million and to provide an indemnity having a maximum liability of \$20 million. The Syngenta, ISK and Occidental defendants agreed to share the costs of the settlement on an interim basis subject to determination of their ultimate shares of liability in further proceedings. The defendants agreed to participate in a binding arbitration to determine the amount of Occidental's ultimate contribution to the overall settlement.

In July 2002 Syngenta filed a lawsuit in federal court in Delaware in which Syngenta Seeds, Inc. charges that Monsanto, DeKalb Genetics, Pioneer Hi-Bred, Dow AgroSciences and Mycogen Seeds are infringing upon one or more of United States Patent No. 6,075,185, United States Patent No. 6,320,100, and United States Patent No. 6,403,865. The products accused of infringement include YieldGard<sup>®</sup> MON810 BT corn and Herculex<sup>®</sup> Bt corn. These patents cover synthetic Bt genes with increased expression in corn and corn plants resistant to insects such as the European corn borer that result from expression of such Bt genes; the patent cover includes corn plants with such genes either alone or stacked with other traits. In an agreement reached on November 29, 2004, Syngenta Seeds, Inc. and Pioneer Hi-Bred International, Inc. settled the claims Syngenta had brought against Pioneer. Under this agreement, Pioneer receives a commercial license to Syngenta patents relating to Herculex<sup>®</sup> and YieldGard<sup>®</sup> insect resistant corn traits. The companies also settled claims Pioneer brought against Syngenta in 2002. Trial against defendants Monsanto and Dow/Mycogen commenced November 29, 2004. Prior to closing arguments, the Court granted defendants' motion that the "100 and "185 patents were not infringed. A jury verdict was returned December 14, 2004 finding the asserted claims of the "865 patent were infringed by YieldGard, Herculex I and TC6275 but that those claims were invalid. Post trial issues relating to inequitable conduct, motions for judgment as a matter of law and for a new trial will be addressed by the Court prior to entry of final judgment and appeal.

On May 12, 2004, Monsanto Company and Monsanto Technology, LLC commenced an action against Syngenta Seeds, Inc. and Syngenta Biotechnology, Inc. in the United States District Court for the District of Delaware (Wilmington, Delaware). In its complaint, Monsanto sued Syngenta for infringement of U.S. Patent 4,940,835 (the "Shah patent") directed to the making, use and sale of corn products exhibiting resistance to glyphosate herbicide (GA21). The lawsuit, which was filed on the same date that Syngenta publicly disclosed its acquisition of certain GA21 rights from Bayer CropScience, seeks an injunction prohibiting further acts of infringement, contributory infringement and inducement of infringement, together with compensatory and exemplary damages but no less than a reasonable royalty for infringing activity. Syngenta filed its responsive pleadings on July 1, 2004. On February 11, 2005, Monsanto amended its complaint to add the Golden Harvest companies as defendants. The case is currently in the discovery phase of the proceedings.

On July 27, 2004, DeKalb Genetics Corp commenced an action against Syngenta Seeds, Inc. and Syngenta Biotechnology, Inc. in the United States District Court for the Northern District of Illinois alleging infringement of US Patent No. 5,538,880 and US Patent No. 6,013,863 (the Lunquist patents) by making and using corn containing genes that confer glyphosate resistance (GA21). Syngenta filed a Motion to Dismiss on September 20, 2004, on the grounds that DeKalb's Complaint was legally deficient and failed to state a claim. On November 12, 2004, Syngenta filed its alternative Motion to Transfer this case to Delaware. Both motions have been fully briefed and are pending a decision by the Court. On January 27, 2005, DeKalb amended its complaint to add the Golden Harvest companies as defendants. The case is currently in the discovery phase of the proceedings.

On May 10, 2004, Monsanto Company commenced an action against Syngenta Seeds, Inc. in Missouri State court (St. Louis County). In its complaint, Monsanto seeks a declaration that, pursuant to the express terms of its license agreement, Syngenta only has the right to develop, produce and sell Roundup Ready® soybeans under the NK® Brand. Monsanto is seeking a declaratory judgment and permanent injunction prohibiting the use of "Independence" Brand (or any brand other than the NK Brand) in the production, marketing, advertising or sale of Monsanto's Roundup Ready® soybean technology. In response to the actions by Monsanto, Syngenta filed a complaint in Minnesota seeking a declaratory judgment that Monsanto cannot revoke permissions granted under the license agreement and a permanent injunction barring Monsanto from terminating the license agreement for the breach alleged in its letter relating to the proposed introduction of the Independence Brand. Following a hearing, the Minnesota action was stayed pending resolution of the Missouri action. Syngenta subsequently moved the Missouri court for an order dismissing all counts of Monsanto's complaint, or in the alternative, for declaratory judgment in favor of Syngenta, arguing that the license agreement is clear and unambiguous as a matter of law and that it does not limit Syngenta to selling seed under a single brand name. Additionally, Monsanto has filed a motion to amend its complaint to add a breach of contract claim; Monsanto contends that by selling identical soybean varieties in both the U.S. and Canada, Syngenta has breached its Roundup Ready Soybean License Agreement in the U.S. Monsanto's motion to amend is pending. Syngenta's motion was heard December 1, 2004 in St. Louis, Missouri and in a December 8, 2004 Order, the court set another hearing for March 14-15, 2005 so that a technical term of art and/or course of conduct in the industry that the court may not be aware of can be construed.

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On July 28, 2004, Syngenta Seeds, Inc. filed an antitrust lawsuit against Monsanto Company and Monsanto Technology LLC in the United States District Court for the District of Delaware. The complaint alleges that Monsanto has engaged in a pattern of illegal and improper activities to exclude Syngenta and to monopolize key corn trait markets and seed markets in violation of the antitrust laws, including: entering into exclusive dealing contracts, bundling incentive programs, filing baseless patent lawsuits, making misrepresentations, and coercing seed companies. Monsanto's conduct has and will harm competition in key corn trait and seed markets causing consumers to continue to pay higher prices than they would otherwise pay. Syngenta seeks injunctive relief and treble damages in an amount to be proven at trial. On September 28, 2004, Monsanto filed a motion to dismiss the antitrust case on the ground that the antitrust claims should have been raised as a compulsory counterclaim to Monsanto's patent infringement lawsuit concerning Monsanto's plant gene patent No. 4,940,835 also pending in the District of Delaware, or in the alternative, to consolidate the antitrust and patent cases. This motion has been fully briefed and is pending decision by the Court.

Syngenta Crop Protection, Inc. is involved in various lawsuits stemming from the GALECRON class action. GALECRON (active ingredient chlordimeform) is an insecticide which was produced by Ciba-Geigy from 1968 to 1976 and 1978 to 1988. Scientific studies have indicated an increased incidence of bladder cancer among production workers exposed to 4-cot, a metabolite of chlordimeform. In 1994 workers exposed to GALECRON at manufacturing and formulation sites, as well as applicators of the product, filed a class action in the United States which was settled the same year. The settlement required Ciba-Geigy (predecessor in interest to Novartis and Syngenta) to expand its monitoring program to individuals occupationally exposed to GALECRON and to compensate these individuals for certain covered conditions and procedures. Individuals were permitted to bring separate lawsuits for occupational exposure to GALECRON only if they opted out of the class action settlement. There are still 3 opt-out cases pending against Syngenta Crop Protection, Inc. alleging various injuries. While over 100 other individuals opted out of the class action, they have yet to file suit. As time passes, the applicable statutes of limitation will bar many of these potential lawsuits. A substantial portion of the costs of the class action settlement, as well as the opt-out litigation, are likely to be covered by Syngenta's insurers, subject to applicable deductibles.

The Holiday Shores Sanitary District in Madison County, Illinois filed a class action complaint against Syngenta Crop Protection, Inc. in July 2004 purportedly on behalf of a class consisting of all Illinois Public Water Districts, Water Service Districts and Water Authorities who have, allegedly, suffered contamination of their water sources at any measurable level on account of the product Atrazine, a herbicide manufactured since the late 1950s by Syngenta Crop Protection, Inc. and its predecessors in interest, Novartis Crop Protection, Inc., Ciba-Geigy and Geigy Chemical Corporation. The complaint was served on Syngenta on August 25, 2004, and the action was promptly removed to the federal court, in the Southern District of Illinois, Case No. 04-688 (MJR). The plaintiff has moved to remand to the state court, and Syngenta is opposing the motion. The Holiday Shores Complaint alleges that the product Atrazine and/or its degradant chemicals are harmful to humans as consumed through dietary water, and that run-off from the soil where Atrazine has been applied has damaged the water district's property and contaminated its surface waters, used as a source of drinking water for the district. It alleges claims of trespass, nuisance, negligence, strict liability and violation of the Illinois Environmental Protection Act and seeks monetary damages, including the cost of purchase, installation, maintenance and operation of charcoal filtration systems, alleged diminution in property value and remediation, punitive damages and attorneys' fees. Syngenta intends to defend the Holiday Shores action vigorously. Atrazine is a long-standing successful product of Syngenta and its predecessors, which has been repeatedly scrutinized for the safety over the years by governmental agencies. Following lengthy consideration of challenges to Atrazine as a carcinogen, the United States Environmental Protection Agency ("EPA") has determined that Atrazine is not a likely human carcinogen. In fact, the EPA reclassified Atrazine in 2000 from a "probably human carcinogen" to "not a likely human carcinogen." The latter classification remains the current EPA classification of Atrazine.

Agro Atar S.A. on May 24, 2000 sued Zeneca S.A.I.C. (now Syngenta Agro S.A.) in Buenos Aires, Argentina for alleged wrongful termination of an agrochemicals supply contract. The plaintiff seeks relief of US\$43 million. On December 27, 1999, Agro Atar S.A. filed a separate suit against Advanta Semillas S.A.I.C. which was amended on August 2, 2000 to include Zeneca S.A.I.C. (now Syngenta Agro S.A.) as a co-defendant. Agro Atar alleges that Advanta Semillas S.A.I.C. breached its obligations under certain agreements which had been entered into with Zeneca S.A.I.C. (which were subsequently assigned to Advanta Semillas S.A.I.C.) pursuant to which Agro Atar had the rights to market and sell sunflower, corn, and sorghum seed. Based on that alleged breach, Agro Atar terminated the agreements. Agro Atar claims damages of US\$58 million. On June 14, 2001, on the application of Zeneca S.A.I.C. the judge in this second lawsuit ordered the joinder of both sets of proceedings. Trial of the proceedings has been ordered; a preliminary hearing took place on November 27, 2002, and the proceedings have entered the evidentiary state. Syngenta believes that Zeneca S.A.I.C. had cause to terminate the agrochemicals supply contract with Agro Atar and intends vigorously to defend both lawsuits. It is expected that the court will convert the claims into local currency. In February 2004, it was decided that all cases should be dealt by the Federal Court. Regarding the case brought by Agro Atar against Advanta Semillas and Syngenta Agro, the Federal Court ordered the production of evidences offered by the parties. The case is currently in the evidentiary stage.

Syngenta is also subject to certain tax claims pending before the judiciary. Significant cases are described below.

In 1996, the Brazilian Federal Tax Treasury drew Novartis' Brazilian legal entity into administrative proceedings, regarding the import tax classification of the active ingredient Atrazine. The issue is whether, under applicable law, Atrazine will qualify as a raw material (Syngenta's position) or as intermediate chemicals (the Federal Inspection's position). So far there have been 17 administrative rulings against Syngenta. Currently, 16 cases are on appeal before the judiciary. In the aggregate, the maximum

contingency in the event of an unfavorable outcome for Syngenta could amount to approximately BRL 24.5 million, a sum currently corresponding to approximately US\$8.5 million. There are no decisions in the first level Court.

In the tax assessment of Ciba Geigy Australia Limited (a legal entity today owned by the Syngenta Group) the Australian Tax Authorities (ATO) have made net margin adjustments and increased the legal entity's tax base for the years 1991-1996. Syngenta Crop Protection PTY LTD (formerly named Ciba Geigy Australia Limited) filed objections against this tax assessment on July 5, 2004 with the Federal Court of Australia . Today both parties (ATO and Syngenta Crop Protection PTY LTD) are in the process of bringing their statements to the Court.

Litigation is subject to many uncertainties, and the outcome of individual matters cannot be predicted with certainty. It is reasonably possible that the final resolution of some of these matters could require Syngenta to make expenditures, in excess of established reserves, over an extended period of time and in a range of amounts that cannot be reasonably estimated. Although the final resolution of any such matters could have a material effect on Syngenta's consolidated operating results and cash flows for a particular reporting period, Syngenta believes that it should not materially affect its consolidated financial position, although there can be no assurances in this regard.

#### **Dividends and Dividend Policy**

The Board expects to recommend the distribution of future returns to the shareholders in the range of 25 percent to 40 percent of the available earnings, but the actual level will depend on the financial performance of Syngenta and will also depend on the need to fund capital expenditure, working capital and other investments. The returns will be in the form of a dividend or par-value reduction. However, all distributions to shareholders proposed by the Board require the approval of the shareholders of the Company in a General Meeting of Shareholders. Holders of ADRs and CDIs receive their cash payments in relation to the number of Syngenta shares represented by the ADRs or CDIs. The payments to the holders of ADRs listed on the New York Stock Exchange are distributed through the Bank of New York, which converts the CHF amount into U.S. Dollars for distribution to such holders. The payments to holders of CDIs are distributed through CREST, which converts the CHF amount into GBP for distribution to such holders.

At last year's Ordinary General Meeting of shareholders on April 27, 2004, it was decided to reduce the share capital from CHF 1,125,645,840 to CHF 934.286,047 by a reduction of the par value of each of the Company's 112,564,584 registered shares by CHF 1.70 from CHF 10 to CHF 8.30 and to repay to the shareholders CHF 1.70 per share.

At this year's Ordinary General Meeting of shareholders on April 26, 2005, the Board will propose a further par-value reduction of CHF 2.70 per share.

For information on Swiss law requirements regarding dividends, see Item 10 "Additional Information" Dividends. For information about deduction of withholding taxes, see Item 10 "Additional Information" Taxation Switzerland. For information about taxation of repayments from par-value reduction, see Item 10 "Additional Information" Taxation.

## Markets

### Trading Markets and Price Ranges

Our shares are primarily listed on the Swiss Exchange and principally traded on the London-based virt-x, a recognized investment exchange supervised by the Financial Services Authority (FSA) in the United Kingdom, where all the Swiss blue chips have been principally traded since June 25, 2001. Our shares are also listed and traded on the New York Stock Exchange (in the form of ADRs).

Syngenta de-listed its shares from the London Stock Exchange and from the OM Stockholm Stock Exchange as of December 30, 2003. There has been no trading on these exchanges as of January 1, 2004.

The information presented in the tables below represent, for the periods indicated, the reported high and low closing sales prices quoted in their respective currency.

### Trading Prices on Swiss Exchange

	Price per Share in CHF	
	High	Low
<b>Annual Highs and Lows</b>		
2000 (since November 13, 2000)	87.00	75.05
2001	102.75	66.95
2002	108.50	74.65
2003	86.60	57.10
2004	122.50	79.72
<b>Quarterly Highs and Lows</b>		
2003		
First Quarter	86.60	57.10
Second Quarter	73.40	62.10
Third Quarter	82.50	67.80
Fourth Quarter	83.30	70.40
2004		
First Quarter	91.13	79.72
Second Quarter	103.34	93.69
Third Quarter	119.00	102.84
Fourth Quarter	122.50	109.50
<b>Monthly Highs and Lows for most recent six months</b>		
2004		
September	119.00	110.25
October	118.50	109.50
November	121.60	113.00
December	122.50	117.70
2005		
January	127.90	117.90
February	131.70	125.50

**Trading Prices on the New York Stock Exchange**

	Price per ADR(1) in US\$	
	High	Low
<b>Annual Highs and Lows</b>		
2000 (since November 13, 2000)	10.94	8.38
2001	12.67	8.60
2002	13.14	9.87
2003	13.51	8.60
2004	21.40	13.16
<b>Quarterly Highs and Lows</b>		
2003		
First Quarter	12.45	8.60
Second Quarter	11.35	9.14
Third Quarter	11.78	10.23
Fourth Quarter	13.51	10.70
2004		
First Quarter	14.75	13.16
Second Quarter	16.79	13.60
Third Quarter	19.09	16.41
Fourth Quarter	21.40	17.81
<b>Monthly Highs and Lows for most recent six months</b>		
2004		
September	19.09	17.39
October	19.04	17.81
November	21.39	19.00
December	21.40	20.45
2005		
January	21.50	20.15
February	22.75	20.50

(1) One ADR represents one-fifth of a share of the Company. Source: Bloomberg

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**ITEM 10 □ ADDITIONAL INFORMATION****Articles of Incorporation**

Set out below is a brief summary of certain provisions of the articles of incorporation of Syngenta and of the Swiss Code of Obligations (Schweizerisches Obligationenrecht) as it relates to the Syngenta shares. This description does not purport to be complete and is qualified in its entirety by reference to the Swiss Code of Obligations and the articles of incorporation of Syngenta. Copies of the Syngenta articles of incorporation are available at the offices of Syngenta AG, Schwarzwaldallee 215, 4058 Basel, Switzerland, and can be accessed on the Internet ([www.syngenta.com](http://www.syngenta.com)) in the section "About Syngenta". An English translation is included as an exhibit to this annual report.

Syngenta AG is registered in the commercial register of the Canton of Basel-Stadt under number CH-170.3.023.349-3. The business purpose of Syngenta, according to section 2 of its articles of incorporation, is to hold interests in enterprises, particularly in the areas of agribusiness; under special circumstances, Syngenta may also directly operate such businesses. Syngenta may acquire, mortgage, liquidate or sell real estate and intellectual property rights in Switzerland or elsewhere.

### **Capital Structure and Shares**

The nominal share capital of Syngenta is CHF 934,286,047.20, divided into 112,564,584 registered shares with a nominal value of CHF 8.30 each. All of the Syngenta shares have been issued in registered form and are fully paid.

A shareholder may at any time request that Syngenta confirm the number of registered shares owned by the shareholder recorded in Syngenta's share register. Shareholders are not entitled, however, to demand the printing and delivery of certificates representing shares.

### **Voting Rights**

Each Syngenta share carries one vote at the shareholders' meetings of Syngenta. With respect to both domestic and foreign shareholders, voting rights may be exercised only after a shareholder has been registered in Syngenta's share register (Aktienbuch) as a shareholder with voting rights. Registration as a shareholder with voting rights is subject to certain declarations on the ownership of Syngenta shares.

### **Shareholders' Meetings**

Under Swiss law, an ordinary annual shareholders' meeting must be held within six months after the end of Syngenta's financial year. Shareholders' meetings may be convened by the board of directors or, in exceptional circumstances, by the statutory auditors. The board of directors is further required to convene an extraordinary shareholders' meeting if resolved by an ordinary shareholders' meeting or if requested by shareholders holding in the aggregate at least 10% of the share capital of Syngenta. Shareholders holding Syngenta shares with a nominal value of at least CHF 0.5 million (i.e., 60,241 shares) have the right to request that a specific proposal be put on the agenda and voted upon at the next shareholders' meeting. A shareholders' meeting is convened by way of notice appearing once in an official publication, as determined by Swiss law or otherwise designated by the Board at least 20 days prior to such meeting. Registered shareholders may also be informed by mail.

At the shareholders' meeting, shareholders pass resolutions and make elections, if not otherwise required by law, by a simple majority of the votes represented (i.e., abstentions from voting shares represented at the meeting having the effect of votes against the proposal). Under Swiss law and as per Syngenta's articles of incorporation a resolution passed at a shareholders' meeting with a supermajority of  $\frac{66}{3}$  % of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented is required for:

- *changes in Syngenta's business purpose;*
- *the creation of shares with privileged voting rights;*
- *restrictions on the transferability of registered shares and the removal of such restrictions;*
- *an authorized or conditional increase in Syngenta's share capital;*

- *an increase in Syngenta's share capital by way of capitalization of reserves (Kapitalerhöhung aus Eigenkapital), against contributions in kind (Sacheinlage) or for the purpose of the acquisition of assets (Sachübernahme), or the granting of special privileges;*
- *the restriction or withdrawal of pre-emptive rights of shareholders;*
- *a relocation of the registered office; and*
- *the dissolution of Syngenta other than by liquidation (for example, by way of a merger).*

In addition, any provision in the articles of incorporation providing for a stricter voting requirement than the voting requirements prescribed by law or the existing articles of incorporation must be adopted in accordance with such stricter voting requirements. The articles of incorporation of Syngenta do not contain provisions setting forth stricter voting requirements for shareholders' meetings than the voting requirements prescribed by law and described above.

At the shareholders' meeting, shareholders also have the non-transferable power, by a simple majority of the votes represented at the shareholders' meeting, to ratify any amendments to the articles of incorporation (other than those referred to in the preceding two paragraphs), to elect the Directors and the external auditors, to approve the annual report and the financial statements, to set the annual dividend, to grant the Directors and management discharge from liability for matters disclosed at the shareholders' meeting, and to order an independent investigation into specific matters proposed at the shareholders' meeting (Sonderprüfung).

At Syngenta's shareholders' meetings, shareholders may only be represented by a legal representative, by another shareholder entitled to vote based on a written proxy, proxies designated in agreements with or regulations relating to nominees, by an appointed representative of the corporate body of Syngenta (Organvertreter), the independent proxy (unabhängiger Stimmrechtsvertreter) or an assignee of proxy votes for deposited shares (Depotvertreter). Votes are taken on a show of hands unless the shareholders' resolve to have a ballot or the chairman of the meeting orders such ballot.

#### **Pre-Emptive Rights**

Under Swiss law, any share issue, whether for cash, non-cash consideration or no consideration, is subject to prior approval at the shareholders' meeting. As a rule, Syngenta shareholders have pre-emptive rights for all new issues of securities. However, these pre-emptive rights may be varied or excluded by a resolution of a shareholders' meeting on valid grounds. The resolution must be taken by a majority of two-thirds of the votes represented at the meeting and the absolute majority of the par value of the shares represented (unless provided otherwise in the articles of incorporation). Valid grounds include, for instance, the acquisition of all or part of the assets and liabilities or the acquisition of the shares of another company as well as the creation of employee participation plans. The shareholders may not be treated unequally in connection with any exclusion of pre-emptive rights. Moreover, it must be in the interest of the Company to exclude such pre-emptive rights in any given case. In the event of a conditional or authorized share capital increase, the shareholders' meeting may delegate the decision as to whether preemptive rights should be excluded to the Board of Directors provided the fundamental principles upon which the decision has to be made are determined pursuant the shareholders' meeting.

#### **Borrowing Power**

Neither Swiss law nor the articles of incorporation of Syngenta restrict in any way Syngenta's power to borrow and to raise funds. The decision to borrow funds is passed by or under the direction of Syngenta's Board of Directors, with no shareholders' resolution required.

#### **Duration and Liquidation**

The articles of incorporation do not limit Syngenta's duration. Syngenta may be dissolved at any time by a shareholders' resolution which must be passed by (1) an absolute majority of the Syngenta shares represented at the meeting in the event Syngenta is dissolved by way of liquidation, and (2) a super-majority of  $66\frac{2}{3}$  % of the votes represented and the absolute majority of the nominal value of the Syngenta shares represented at the meeting in other events (for example in a merger where Syngenta is not the surviving entity).

Under Swiss law, any surplus arising out of a liquidation (after the settlement of all claims of all creditors) is distributed to shareholders in proportion to the paid-up nominal value of Syngenta shares held by them.

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### **Directors**

According to article 24 of the articles of incorporation, the Board of Directors can pass resolutions with respect to all matters which are not reserved to the authority of the shareholders' at the shareholders' meeting by law or by the articles of incorporation. Exercise of this power does not require shareholder approval. Neither Swiss law nor the articles restrict in any way the Company's power to borrow or otherwise raise funds.

The terms of office for each member of the Board of Directors shall not exceed three years (a year within the meaning of this provision is the interval between two ordinary shareholders' meetings). The term of office shall be determined for each member at the occasion of its election. The several terms of office shall be coordinated so that in each year approximately one-third of all members of the Board of Directors shall be subject to re-election or election.

Article 21 of Syngenta's articles of incorporation confers general authority upon the Board of Directors to determine the remuneration of its members. However, pursuant to article 5 of the regulations governing the internal organization of Syngenta, Directors are obliged to leave the meeting room when business is dealt with that impinges on such Directors' own interests or those of a person or legal entity close to such Directors. In addition, Swiss law requires Directors and members of senior management to safeguard the interests of the Company and imposes a duty of care and a duty of loyalty on such persons. These duties are generally interpreted to mean that Directors and members of senior management may not participate in decisions that personally affect them. Directors and officers are personally liable to the Company for breach of these duties.

Syngenta's articles of incorporation contain no specific provisions permitting or prohibiting Directors from borrowing from the Company. However, Swiss law provides that a Director, or any other persons associated with a Director, must refund to the Company any payments made to such Director or persons by the Company, other than payments made at arm's length. The United States Sarbanes-Oxley Act, enacted in July 2002, makes it unlawful for the Company directly or indirectly to extend or maintain credit, to arrange for an extension of credit or to renew a credit, in the form of a personal loan, to or for its executive officers or Directors.

The Directors shall automatically retire after the lapse of the twelfth year of office or, if earlier, after the expiry of the seventieth year of age, provided that the retirement shall become effective on the date of the next ordinary shareholders' meeting following such event.

### **Notices**

Under Swiss law, notices to shareholders are validly made by publication in the Swiss Official Commercial Gazette. The Board may designate additional means of communication for publishing notices to shareholders.

### **Dividends**

Swiss law requires that at least 5% of the annual net profits of the Company be retained by the Company as general reserves for so long as these reserves amount to less than 20% of the Company's nominal share capital.

Under Swiss law, dividends are paid out only if approved by the shareholders. In addition, the articles of incorporation provide that the allocation of profit shown on the Company's balance sheet is determined by shareholders at the shareholders' meeting. The Board may propose that a dividend be paid out, but cannot itself set the dividend. In practice, the dividend proposal of the Board is usually approved at the shareholders' meeting. Dividends are usually due and payable immediately after the shareholders' resolution relating to the allocation of profits has been passed. The Company only has one class of shares with a nominal value of CHF 8.30 each. Therefore, all shareholders are entitled to equal dividends. Holders of CDIs and ADRs will receive dividends in proportion to the number of Syngenta shares represented by the CDIs or ADRs. According to section 4 of the Articles of Incorporations, dividends which have not been claimed within five years after the due date revert to the Company and are allocated to the general reserves.

#### **Liquidation**

According to Swiss Law, each shareholder is entitled to receive the part of the assets of a company remaining after its liquidation which is proportional to its paid-in shareholding.

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#### **Redemption Provision**

Swiss law limits the number of shares which the Company may hold or repurchase. The Company and its subsidiaries may repurchase shares only if (i) the Company has sufficient free reserves to pay the purchase price and (ii) the aggregate nominal value of such shares does not exceed 10% of the nominal share capital of the Company. Shares held by the Company and its subsidiaries do not have any voting rights. Furthermore, the Company must create a reserve on its balance sheet in the amount of the purchase price of the acquired shares. Long-term share buy-backs by the Company may be subject to certain adverse tax consequences in Switzerland.

#### **Mandatory Bid Rule**

According to Swiss law, shareholders may pass a resolution to merge with another corporation at any time. In accordance with Swiss law, article 17 of Syngenta's articles of incorporation confers authority upon the shareholders to pass resolutions concerning all matters which by law or the articles of incorporation are reserved to the authority of the shareholders at the General Meeting. However, article 18 of the articles of incorporation requires the approval of at least two thirds of the votes represented at the General Meeting in order for the shareholders to effect the dissolution of the Company without liquidation.

Under the Swiss Stock Exchange Act, shareholders and groups of shareholders acting in concert who acquire more than 33 <sup>1</sup>/<sub>3</sub> % of the voting rights of a company incorporated in Switzerland of which at least one class of equity securities is listed on the Swiss Exchange must submit a takeover bid to all remaining shareholders. A mandatory takeover bid must be made under certain rules (including rules with respect to price and procedures) set forth in the Swiss Stock Exchange Act.

#### **Significant Differences**

Please see the references to Swiss law throughout this Item 10 [Additional Information], which highlight certain significant differences between Swiss law and United States law.

#### **Material Contracts**

The following is a summary of our material contracts. Because it is a summary, it may not contain all of the information about such contracts that is important to you. The summaries are qualified in their entirety by reference to the contracts, copies of which have been filed with the SEC.

#### **Debt Instruments**

Please refer to Note 18 to the consolidated financial statements for a description of material contracts pertaining to Syngenta's current financial debt.

### **The Separation Agreements**

Novartis, AstraZeneca, Syngenta and various of their affiliates entered into a series of separation agreements, each of which became effective at the completion of the Transactions, the purpose and effect of which was:

- *to achieve the separation of the historic, current and possible future liabilities of Novartis agribusiness and Zeneca agrochemicals business from the historic, current and possible future liabilities of the remaining activities of Novartis and AstraZeneca;*
- *to properly allocate amongst the parties liabilities that may arise under relevant securities laws as a result of any misstatements or omissions contained in the various annual report documentation to be distributed to AstraZeneca and Novartis shareholders or as a result of the Transactions themselves;*
- *to provide for the provision of various services between Novartis, AstraZeneca and Syngenta on a transitional, and in certain instances a longer-term, basis; and*
- *to ensure all affected parties have access to necessary relevant information in the future and that, where relevant, such information is subject to appropriate confidentiality provisions.*

Below we outline the material separation agreements:

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### **Indemnity Matters Agreements**

The Indemnity Matters Agreements between Novartis and Syngenta and AstraZeneca and Syngenta specify the losses that each party has reciprocally covenanted to pay arising from any damages that may arise relating to both existing and former operations and divested divisions of the respective businesses. The parties are not obligated to reimburse each other for amounts which are covered under an insurance policy or otherwise from a third party. Generally, under these agreements, AstraZeneca and Novartis respectively indemnify Syngenta for losses in connection with: (1) AstraZeneca's businesses, other than AstraZeneca's agrochemical business and in connection with AstraZeneca's reorganization; and (2) Novartis's businesses, other than Novartis's agribusiness, and in connection with Novartis's reorganization. Syngenta indemnifies AstraZeneca and Novartis, respectively, for losses in connection with Syngenta's agribusinesses.

### **Environmental Matters Agreements**

The Environmental Matters Agreements between Novartis and Syngenta and AstraZeneca and Syngenta specify the obligations of each party to indemnify each other in respect of liabilities relating to environmental and health and safety matters (other than product liability claims) against respective group companies and affiliates which arise through the historic, current and future operations of Syngenta. The purpose of the Environmental Matters Agreements is to address, in general terms, the rights and obligations of Novartis, AstraZeneca and Syngenta for environmental claims that have been or will be incurred and to identify special arrangements for environmental matters related to specific affiliates of each party. The parties are not obligated to reimburse each other for amounts which are covered under an insurance policy or otherwise from a third party.

Under the Environmental Matters Agreements, Syngenta and its subsidiaries indemnify AstraZeneca and Novartis for matters arising from Syngenta's sites and agribusinesses, with exceptions for certain sites and circumstances. AstraZeneca and Novartis are allocated liability and indemnify Syngenta for such matters arising from their respective sites and businesses, including AstraZeneca's businesses (not including AstraZeneca's agrochemical business) and sites and Novartis's businesses (not including the Novartis agribusiness) and sites, with exceptions for certain specific sites and circumstances.

### ***Tax Deed***

The Tax Deed between Novartis and Syngenta allocates between Novartis and Syngenta their responsibilities for certain tax matters. Novartis retained all tax liabilities arising out of or connected to the remaining Novartis businesses (excluding Novartis agribusiness) and the reorganization of the Novartis group for the purpose of separating Novartis agribusiness, except for certain events as described in the Tax Deed. Syngenta has assumed and will be responsible for all tax liabilities arising out of or connected to the Novartis agribusiness or a Syngenta-related event as described in the Tax Deed. The Deed also provides for the management of tax affairs and dispute resolution.

The Tax Deed between AstraZeneca and Syngenta allocates AstraZeneca's and Syngenta's responsibilities for certain tax matters. AstraZeneca retained all tax liabilities arising out of or connected to the remaining AstraZeneca businesses (excluding Zeneca agrochemicals) and the reorganization of the AstraZeneca group for the purpose of separating Zeneca agrochemicals, except for certain events as described in the Tax Deed. Syngenta has assumed and will be responsible for all tax liabilities arising out of or connected to Zeneca agrichemicals business or a Syngenta-related event as described in the Tax Deed. The Deed also provides for the management of tax affairs and dispute resolution.

### ***Intellectual Property Agreements***

Under the Intellectual Property Agreements, Syngenta acquired title to all relevant intellectual property that is exclusive to or predominantly relates to its business. Syngenta will license or will be granted licenses for relevant intellectual property pertaining to the business of Syngenta that it shares with Novartis or AstraZeneca.

Licenses (other than the license of the Zeneca or Novartis house mark and domain names) are worldwide, exclusive in the field, royalty-free and perpetual. The licenses of the Novartis house mark and domain names are exclusive in the agribusiness field, royalty-free and expired three years after the date of the completion of the Transactions. The licenses of the Zeneca house mark and domain names are exclusive in the agrochemicals field, royalty-free and expired on January 4, 2005.

### ***Public Documentation and Securities Offering Contribution Agreement***

The Public Documentation and Securities Offering Contribution Agreement among Novartis, AstraZeneca and Syngenta allocates the responsibilities for losses arising out of untrue statements, omissions, actions or statements made in the listing and shareholders' documentation, regarding the offering of rights or dividends of shares in Syngenta or in relation to the registration,

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listing, transfer and issues of the Syngenta shares. Each of the parties generally indemnifies the others for liabilities caused by untrue statements or alleged untrue statements contained in or omissions from such party's listing and shareholders' documents relied on by the other parties or third parties.

### **Exchange Controls**

There are currently no Swiss laws, decrees or regulations restricting the import or export of capital or affecting the payment of dividends or other payments to holders of Syngenta shares or ADRs who are non-Swiss residents. There are no limitations relating only to non-Swiss persons under Swiss law or the Articles of Association of Syngenta on the right to be a holder of Syngenta shares or ADRs.

### **Taxation**

This taxation summary solely addresses the material Swiss and United States tax consequences to shareholders in connection with the acquisition and disposition of Syngenta shares or ADRs. This summary does not discuss every aspect of taxation that may be relevant to a particular taxpayer under special circumstances or who is subject to special treatment under applicable law and is not intended to be applicable in all respects to all categories of investors. This summary also assumes that our business will be conducted in the manner outlined in this annual report. Changes in our organizational structure or the manner in which we conduct our business may invalidate this summary. The laws upon which this paragraph is based are subject to change, perhaps with retroactive effect. A change to these laws may invalidate the contents of this summary, which will not be updated to reflect changes in laws. Prospective investors should consult their tax advisors regarding the particular personal tax consequences of their acquiring, owning and disposing of shares or ADRs.

#### **Switzerland**

The following is a summary of certain tax considerations relevant to the acquisition and disposition of the Syngenta shares under Swiss tax laws. The following summary does not purport to address all tax consequences of the ownership of Syngenta shares, and does not take into account the specific circumstances of any particular investor. This summary is based on the tax laws of Switzerland as in effect on the date hereof, which are subject to change (or changes in interpretation), possibly with retroactive effect.

#### **Withholding Tax on Dividends and Similar Distributions**

Dividends paid and other similar cash or in kind taxable distributions made by Syngenta to a holder of Syngenta shares (including dividends on liquidation proceeds and stock dividends) are subject to a Swiss withholding tax at a rate of 35%. The withholding tax will be withheld by Syngenta on the gross distributions and will be paid to the Swiss Federal Tax Administration. A reduction of the shares' nominal value by means of a capital reduction does not represent a dividend or similar distribution to Swiss withholding tax.

*Swiss resident recipients.* Swiss resident individuals or legal entities are generally entitled to a full refund or tax credit for the 35% withholding tax if they are the beneficial owners of such distributions at the time the distribution is due and duly report the receipt thereof in the relevant income tax return. The 35% withholding tax on intercompany dividends paid from Syngenta to a Swiss [parent company] may be only reported (instead of the withholding and refund procedure). This means that the dividend may be paid out gross. The reporting procedure, however only applies if the parent company holds minimum 20% in the capital of Syngenta and only in respect of cash dividends (not applicable for example to liquidation proceeds).

*Non-resident recipients.* The recipient of a taxable distribution from Syngenta who is an individual or a legal entity not resident in Switzerland for tax purposes may be entitled to a partial or even a full refund of the withholding tax if the country in which such recipient resides for tax purposes has entered into a bilateral treaty for the avoidance of double taxation with Switzerland and the further conditions of such treaty are met. Holders of Syngenta shares not resident in Switzerland should be aware that the procedures for claiming treaty benefits (and the time frame required for obtaining a refund) may differ from country to country. Holders of Syngenta shares not resident in Switzerland should consult their own legal, financial or tax advisors regarding receipt, ownership, purchase, sale or other dispositions of Syngenta shares and the procedures for claiming a refund of the withholding tax. As of January 1, 2005 Swiss withholding tax on dividends may be reduced at source upon request for substantial shareholders (i.e., shareholdings of at least 20% or 25% of the capital of Syngenta, depending on the applicable double tax treaty) if certain conditions are met.

As of January 1, 2004, Switzerland had entered into bilateral treaties for the avoidance of double taxation with respect to income taxes with the following countries:

Argentina	Greece	Lithuania	Singapore
Albania	Hungary	Luxembourg	Slovakia
Australia	Iceland	Macedonia	Slovenia
Austria	India	Malaysia	South Africa
Belgium	Indonesia	Mexico	Spain
Belarus	Iran	Moldavia	Sri Lanka
Bulgaria	Ireland	Mongolia	Sweden
Canada	Israel	Morocco	Thailand
China	Italy	Netherlands	Trinidad and Tobago
Croatia	Ivory Coast	New Zealand	Tunisia
Czech Republic	Jamaica	Norway	Ukraine
Denmark	Japan	Pakistan	United Kingdom
Ecuador	Kazakhstan	Philippines	United States
Egypt	Kirgistan	Poland	Uzbekistan
Finland	Kuwait	Portugal	Vietnam
France	Republic of Korea	Romania	Venezuela
Germany	Latvia	Russia	Zimbabwe

In addition, Switzerland concluded a double tax treaty with Estonia that entered into force as per July 12, 2004 and is currently negotiating a double tax treaty with Turkey.

*Residents of the United States.* A non-resident holder who is a resident of the United States for purposes of the Treaty is eligible for a reduced rate of tax on dividends equal to 15% of the dividend, provided that such holder (i) qualifies for benefits under the Treaty and (ii) holds, directly and indirectly, less than 10% of Syngenta voting stock, (iii) does not conduct business through a permanent establishment or fixed base in Switzerland to which the shares or ADRs are attributable. Such an eligible holder must apply for a refund of the amount of the withholding tax in excess of the 15% treaty rate. The claim for refund must be filed on Swiss Tax Form 82 (82C for corporations; 82I for individuals; 82E for other entities), which may be obtained from any Swiss consulate general in the United States or from the Federal Tax Administration of Switzerland at the address below, together with an instruction form. The original form and three copies of the form must be duly completed, signed before a notary public of the United States, and sent to the Federal Tax Administration of Switzerland, Eigerstrasse 65, CH-3003 Berne, Switzerland. The form must be accompanied by suitable evidence of deduction of Swiss tax withheld at source, such as certificates of deduction, signed bank vouchers or credit slips. The form may be filed on or after July 1 or January 1 following the date the dividend was payable, but no later than December 31 of the third year following the calendar in which the dividend became payable.

#### **Income and Profit Tax on Dividends and Similar Distributions**

*Individuals.* An individual who is a Swiss resident for tax purposes, or is a non-Swiss resident holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment, is required to report the receipt of taxable distributions received on the Syngenta shares in his relevant Swiss tax returns. A reduction of the shares' nominal value by means of a capital reduction does not represent a taxable distribution received on the Syngenta shares to be reported in his relevant tax return.

*Legal entities.* Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss establishment are required to include taxable distributions received on the Syngenta shares in their

income subject to Swiss corporate income taxes. Payments received under a share capital reduction of Syngenta are also qualified as taxable distributions received on the Syngenta shares, as far as the capital reduction is not considered as a (partial) disinvestment (reduction of the book value) in the statutory annual accounts of the legal entity holding Syngenta shares. A Swiss corporation or co-operative or a non-Swiss corporation or co-operative holding Syngenta shares as part of a Swiss permanent establishment may, under certain circumstances, benefit from a tax reduction with respect to dividends and income on capital repayments (dividends received deduction / *Beteiligungsabzug*).

*Non-resident recipients.* Recipients of dividends and similar distributions on shares who are neither residents of Switzerland for tax purposes nor hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss income taxes in respect of such distributions.

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### **Tax Treatment of Capital Gains Realized on Syngenta Shares**

*Individuals.* Swiss resident individuals who hold Syngenta shares as part of their private property generally are exempt from Swiss federal, cantonal and communal taxes with respect to capital gains realized upon the sale or other disposal of Syngenta shares, unless such individuals are qualified as security trading professionals for income tax purposes. Gains realized upon a repurchase of Syngenta shares by Syngenta for the purpose of the capital reduction are recharacterized as taxable distributions. The same is true for gains realized upon a repurchase of Syngenta shares if Syngenta were not to dispose of the repurchased shares within six years after the repurchase. In principle, the taxable income would be the difference between the repurchase price and the nominal value of the shares.

Individuals who are Swiss residents for tax purposes and who hold the Syngenta shares as business assets, or are non-Swiss residents holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment are required to include capital gains realized upon the disposal of Syngenta shares in their income subject to Swiss income tax.

*Legal entities.* Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss permanent establishment are required to include capital gains realized upon the disposal of Syngenta shares in their income subject to Swiss corporate income tax. Under certain circumstances including a minimum holding of 20% and a holding period of at least 1 year of the Syngenta shares, they benefit from relief from taxation with respect to gains realized upon the disposal of shares (qualified participation) (*Beteiligungsabzug*).

*Non-resident individuals and legal entities.* Individuals and legal entities which are not resident in Switzerland for tax purposes and do not hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss income taxes on gains realized upon the disposal of the shares.

### **Net Worth and Capital Taxes**

*Individuals.* Individuals who are Swiss residents for tax purposes, or are non-Swiss residents holding Syngenta shares as part of a Swiss business operation or Swiss permanent establishment are required to include their Syngenta shares in their wealth which is subject to cantonal and communal net worth tax.

*Legal entities.* Legal entities resident in Switzerland or non-Swiss resident legal entities holding Syngenta shares as part of a Swiss permanent establishment are required to include their Syngenta shares in their assets which are subject to cantonal and communal capital tax.

*Non-resident individuals and legal entities.* Individuals and legal entities which are not resident in Switzerland for tax purposes and do not hold Syngenta shares as part of a Swiss business operation or a Swiss permanent establishment are not subject to Swiss cantonal and communal net worth and capital taxes.

### **Gift and Inheritance Tax**

Transfers of Syngenta shares may be subject to cantonal and/or communal inheritance or gift taxes if the deceased or the donor or the recipient were resident in a Canton levying such taxes and in international circumstances if the applicable tax treaty were to allocate the right to tax to Switzerland.

### **Stamp Tax Upon Transfer of Securities (Umsatzabgabe)**

The transfer of the Syngenta shares after the completion of the transactions, whether by a Swiss resident or non-resident holder, may be subject to a Swiss securities transfer tax of 0.15% of the sales proceeds if the sale occurs through or with a Swiss bank or other professional securities dealer as defined in the Swiss Federal Stamp Tax Act.

### **United States**

The following discussion is a summary of the material United States federal income tax considerations relevant to the ownership by a United States holder of Syngenta shares or Syngenta ADRs. For purposes of this discussion, United States holders are beneficial owners of Syngenta shares or ADRs that, for United States federal income tax purposes are (i) United States citizens or resident alien individuals, (ii) corporations, or other entities taxable as corporations, organized in or under the laws of the United States or any political subdivision thereof, or (iii) an estate or trust the income of which is subject to United States federal income taxation regardless of source. In general, if you are the beneficial owner of Syngenta ADRs, you will be treated, for United States federal income tax purposes, as the beneficial owner of the Syngenta Shares represented by those ADRs. Accordingly, no gain or loss will be recognized if you exchange ADRs for the underlying shares represented by those ADRs. The United States Treasury has expressed concerns that parties to whom depository shares such as the Syngenta ADRs are

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released may be taking actions that are inconsistent with the claiming of foreign tax credits by United States holders. Accordingly, the analysis of the creditability of Swiss withholding taxes and the availability of the reduced tax rate for dividends received by certain non-corporate holders, each described below, could be affected by actions taken by parties to whom the ADRs are released. This summary does not address all of the United States federal income tax considerations that may be relevant to the particular circumstances of a United States holder of Syngenta shares or Syngenta ADRs, and does not discuss any aspect of state, local or non-United States tax law. Moreover, this summary deals only with United States holders that will hold Syngenta shares or Syngenta ADRs as capital assets (generally, property held for investment), and it does not apply to United States holders that may be subject to special tax rules, such as banks or other financial institutions, insurance companies, securities dealers, traders in securities that elect to use a mark-to-market method of accounting for security holdings, tax-exempt organizations, investors liable for alternative minimum tax, persons that hold Syngenta shares or Syngenta ADRs as part of an integrated investment (including a straddle), persons owning, directly, indirectly or constructively, 10% or more of the voting stock of Syngenta and persons whose functional currency is not the United States dollar. This summary is based on provisions of the United States Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as now in effect, and all of which are subject to change, possibly with retroactive effect. It is also based in part on representations by the Depositary and assumes that each obligation under the Deposit Agreement and any related agreements will be performed in accordance with their terms. Shareholders should consult their own tax advisors as to the tax considerations relevant to the ownership of Syngenta shares or ADRs in light of their particular

circumstances, including the effect of any state, local or non-United States laws and including the eligibility for treaty benefits.

### **Distributions**

A distribution received by a United States holder in respect of Syngenta shares or Syngenta ADRs, other than certain pro rata distributions of common shares, generally will be considered a taxable dividend to the extent paid out of Syngenta's current or accumulated earnings and profits (as determined for United States federal income tax purposes).

The holder must include the gross amount of any taxable dividend (including any amount withheld in respect of Swiss income taxes) in gross income. The dividend will be subject to United States federal income tax as ordinary foreign source dividend income. Subject to certain limitations, and the discussion above regarding concerns expressed by the U.S. Treasury, dividends received by a non-corporate shareholder are subject to tax at the reduced rate of 15 percent in taxable years beginning before January 1, 2009, provided that certain holding period requirements are met. The holders should consult their own tax adviser regarding the implications of the provisions of the Jobs and Growth Tax Relief Reconciliation Act of 2003 on their particular situation, including related restrictions and special rules with respect to foreign tax credits. Dividends will not be eligible for the dividends-received deduction generally allowed to United States corporations under the Code. Such dividends will constitute foreign source dividend income for foreign tax credit purposes. Taxable dividends paid in Swiss or other foreign currency will be included in a United States holder's gross income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date the dividend is received by the United States holder, in the case of Syngenta shares, or by the depository, in the case of Syngenta ADRs. United States holders should consult their own tax advisors concerning the possibility of foreign currency gain or loss if any such Swiss or other foreign currency is not converted into U.S. dollars on the date of receipt.

Subject to certain conditions and limitations under United States federal income tax law, and subject to the discussion above regarding concerns expressed by the U.S. Treasury, a United States holder will be eligible to claim a foreign tax credit for Swiss withholding taxes imposed at the rate provided by the Swiss income tax treaty with the United States on distributions by Syngenta in respect of its Syngenta shares or Syngenta ADRs. Swiss taxes withheld in excess of the rate provided in the Swiss income tax treaty with the United States will not be eligible for credit against a United States holder's federal income tax liability. Alternatively, a United States holder may choose to deduct such Swiss withholding taxes in computing its United States federal taxable income (but only if such holder does not elect to claim a foreign tax credit in respect to any foreign income taxes paid or incurred for the taxable year). The United States federal income tax rules relating to foreign tax credits are extremely complex. United States holders should consult their own tax advisors concerning the availability of foreign tax credits based upon their particular situations.

### **Dispositions**

Unless a non-recognition provision applies, upon a sale or other taxable disposition of Syngenta shares or Syngenta ADRs, a United States holder will recognize gain or loss in an amount equal to the difference between the amount realized on the disposition and the United States holder's tax basis in the Syngenta shares or Syngenta ADRs. Such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the Syngenta shares or Syngenta ADRs were held for more than one year at the time of disposition. A long-term capital gain of a non-corporate U.S. Holder is generally taxed at a maximum rate of 15 percent. The deduction of capital losses is subject to certain limitations under the Code. Any gain recognized by a United States holder on a sale or other taxable disposition of Syngenta shares or Syngenta ADRs generally will be treated as derived from United States sources for United States foreign tax credit purposes.

**Backup Withholding and Information Reporting**

Information reporting requirements may apply to a United States holder with respect to distributions by Syngenta, or to the proceeds of a sale or redemption of Syngenta shares or Syngenta ADRs. Backup withholding may apply to these payments if the United States holder fails to furnish its correct taxpayer identification number, to certify that such holder is not subject to backup withholding, or to otherwise comply with the applicable requirements of the backup withholding rules. Any amounts withheld under the backup withholding rules generally may be claimed as a credit against such holder's United States federal income tax liability, and may entitle the holder to a refund, provided that the required information is furnished to the Internal Revenue Service.

**Where You Can Find More Information**

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended. Accordingly, we will file reports and other information with the Commission. Such reports and other information may be inspected without charge, and copies thereof may be obtained at prescribed rates from, the public reference facilities of the Commission's principal office at 450 Fifth Street, N.W., Washington, DC 20549, United States and at the Commission's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661, United States and at 233 Broadway, New York, New York 10005, United States. The public may obtain information on the operation of the Commission's public reference facilities by calling the Commission in the United States at 1-800-SEC-0330. In addition, this report and other information we file with the SEC are available on the website maintained by it at <http://www.sec.gov>. Copies of reports and other information concerning us are also available for inspection at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, United States.

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**ITEM 11 □ QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Overview**

As a result of its global operating and financial activities, Syngenta is exposed to market risk from changes in foreign currency exchange rates, interest rates, and, to a lesser extent, commodity prices. Syngenta Group Treasury actively manages Syngenta's exposures to foreign currency, interest rates and counterparty credit risk with the intention of optimizing cash flows and minimizing earnings volatility. In accordance with Syngenta's written treasury policy, approved by the Board of Directors, Syngenta manages its market risk exposures with a risk-averse approach through risk pooling, insurance schemes and, when deemed appropriate, through the use of derivative financial instruments. It is the policy of the Group not to enter into derivative transactions for speculative purposes or purposes unrelated to the operating business.

Syngenta manages all its financial risks and monitors risk exposures and open derivative transactions in accordance with Syngenta's treasury policy. Details of the Group's derivative positions as at December 31, 2004 are set out in Note 31 of the consolidated financial statements.

The fair values of open derivative instruments at December 31, 2004 were as follows:

Instrument types	Notional amounts US\$ millions	Positive fair value US\$ millions	Negative fair value US\$ millions
Interest rate instruments	1,491	46	(24)
Cross currency swaps	677	428	□

Foreign currency forward contracts	6,480	111	(57)
Currency option contracts	1,020	46	(3)
Commodity forward contracts	90	5	□

### Value at Risk Calculations

Syngenta discloses value-at-risk calculations for all material risk classes in order to give a consistent measure of risk. Syngenta applies value-at-risk calculations to its currency and interest rate exposures and related hedges to measure the maximum expected loss in value of its anticipated transactional currency flows, committed transactional currency flows and interest charge under normal market conditions.

### Market Risk Due to Fluctuating Foreign Currency Exchange Rates

Since its formation on November 13, 2000, Syngenta has adopted the US dollar as its reporting currency. The US dollar value of foreign currency sales and purchases is sensitive to market fluctuations in foreign currency exchange rates. Syngenta's primary net foreign currency exposures against the US dollar include the Swiss franc, the British pound sterling and the euro.

The split of sales and operating costs by currency for the years 2004 and 2003 was as follows:

Currency	Sales in %		Operating costs in %	
	2004	2003	2004	2003
US dollar	35	39	34	31
Euro	25	26	21	21
Swiss franc	1	2	17	19
British pound sterling	2	3	11	12
Other	37	30	17	17
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

□Other□ includes over 46 currencies. However, none accounts for more than 10% of total sales or total operating costs. The Seeds acquisitions in 2004 are expected to increase the proportion of US dollar sales and costs in 2005.

Syngenta categorizes the management of currencies into anticipated transactions and committed exposures.

### (i) Anticipated cash flows

Syngenta collects information about anticipated cash flows for major currencies at Group level and hedges material mismatches in currency flows for a maximum of 18 months using options and forward contracts to reduce earnings volatility. The transactional flows and derivative financial instruments are analyzed on an ongoing basis and remaining currency exposures are closely monitored.

Value-at-risk is calculated based on a simulation approach using historical volatility and correlation as applied by the RiskMetrics Group. Optionality is dealt with in this model through a full revaluation approach. Syngenta uses a 12-month time horizon given its specific cash flow structure, payment terms and management processes.

The value-at-risk calculation is performed for anticipated net transactional currency flows for 2005 taking into account related currency hedges. As of December 31, 2004, the total potential adverse movement for 2005 net transactional flows after hedges relative to year-end spot levels, at the 95% confidence level, will not exceed US\$56 million. The movement on transaction flows due to currency movements in 2004 was well within the level of US\$41 million stated in the 2003 report due to the offsetting of risks and hedging benefits.

#### **(ii) Committed foreign currency exposures**

Committed foreign currency exposures generally are fully covered and are managed by the use of forward contracts. Net committed transactional currency exposures are determined by identification and monthly reporting by business units. The Value-at-Risk calculations for committed exposures relate to the revaluation of exposures relative to spot rates over a monthly period. The impact of interest differentials and other factors is not included in these calculations.

Value-at-risk is calculated based on a variance-covariance approach, using historical volatility and correlation as applied by the RiskMetrics Group. Syngenta only uses forward contracts to hedge committed foreign currency exposures so it is not necessary to address optionality in the model. Syngenta uses a 1-month time horizon for this risk based on average maturity of exposures and hedges, and exposure management.

The value-at-risk calculation was performed for net committed transactional currency flows existing at December 31, 2004 taking into account related currency hedges. As of December 31, 2004 the total 1-month value-at-risk, after hedges, at the 95% confidence level, was US\$5 million. Maximum and minimum levels of risk through the year were US\$8 million and US\$2 million: at no point in the year did losses exceed the maximum level. The comparative figure for December 31, 2003 was US\$8 million.

#### **Market Risk Due to Fluctuating Interest Rates**

Syngenta is exposed to fluctuations in interest rates on its borrowings. The effective currency of the majority of Syngenta's borrowings is US dollars after the impact of derivatives. The majority of Syngenta's net borrowings are subject to short-term interest rates, though some longer-term swaps have been entered into to reduce interest rate volatility. Syngenta analyzes risk to interest rate movements by forecasting future debt levels and taking into account hedges in place.

An interest charge-at-risk is calculated based on a variance-covariance approach, using historical volatility and correlation as applied by the RiskMetrics Group. Syngenta does not hold any interest rate instruments with optionality, so this is not addressed in the model. Syngenta uses a 12-month time horizon given the seasonality of cash flow and duration of cash forecasts. The interest charge-at-risk calculation is based on forecast future debt levels and examines the impact of changes in market interest rates; other factors such as changes in debt, mix of debt or group credit status could impact the overall interest expense.

The value-at-risk calculation is performed for the expected interest charge in 2005 taking into account related interest rate swaps. As of December 31, 2004, the total 12-month interest charge at risk after hedges, at the 95% confidence level, was US\$6 million. The movement on interest expense due to interest rate movements in 2004 was well within the level of US\$9 million, which existed at December 31, 2003.

(US\$ million)	Time Horizon (Months)	VaR as at 31 December 2004	VaR as at 31 December 2003
Anticipated Foreign Exchange Transactions	12	56	41
Committed Foreign Exchange Transactions	1	5	8
Interest Rates	12	6	9

#### Other Market Risk

Syngenta has only limited exposures to derivatives relating to commodity exposures and to third party equities.

#### ITEM 12 □ DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

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## PART II

#### ITEM 13 □ DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

#### ITEM 14 □ MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

#### ITEM 15 □ DISCLOSURE CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures: The Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as at December 31, 2004, have concluded that as of such date the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company and its subsidiaries would be made known to such officers on a timely basis.

Changes in internal controls: There have been no changes in our internal controls over financial reporting or other factors that have materially affected, or are reasonably likely to materially affect, these controls during 2004.

#### ITEM 16 □ [RESERVED]

#### ITEM 16A □ AUDIT COMMITTEE FINANCIAL EXPERT

Syngenta's Audit Committee consists of four directors: Peggy Bruzelius, Pierre Landolt, Peter Thompson and Rolf Watter. Syngenta's Board of Directors has carefully considered the definition of "audit committee financial expert" adopted by the United States Securities and Exchange Commission and has determined that, while each of the directors on the Audit Committee satisfy certain aspects of that definition, none of such directors, individually, qualifies as an audit committee financial expert. Syngenta's Board believes that the collective experience of such members enables them, as a group, to act as an effective Audit Committee and that the Audit Committee has functioned, and can continue to function, effectively without appointing an additional member that would qualify as

an audit committee financial expert.

#### **ITEM 16B □ CODE OF ETHICS**

Syngenta has adopted a Code of Ethics applicable to its Chairman, Chief Executive Officer, Chief Financial Officer, Group Financial Controller, Head of Group Accounting, Head of Internal Audit, Group Treasurer and all members of the Syngenta Executive Committee. A copy of Syngenta's Code of Ethics has been filed with the US SEC. During 2004, no amendments were made to a provision of the Code of Ethics that applies to any of the above-mentioned officers and / or members of the Syngenta Executive Committee and no waivers were explicitly or implicitly granted to any of them, in each case that would be required to be disclosed herein.

#### **ITEM 16C □ PRINCIPAL ACCOUNTANT FEES AND SERVICES**

##### **Fees Paid to the Independent Registered Public Accounting Firm**

The Board of Directors engaged Ernst & Young AG (EY) to perform an annual audit of the Company's financial statements in 2003 and 2004. The following table presents information concerning fees paid to EY in each of those years.

	<b>2003</b> <b>(in million US\$)</b>	<b>2004</b> <b>(in million US\$)</b>
Audit services (1)	4	5
Audit-related fees (2)	1	1
Tax fees (3)	1	1
All other fees (4)	0	0

- (1) Audit services are defined as the audit work required to allow the independent accountant to issue an opinion on the statutory and regulatory filings of the Group and its subsidiaries. This category also includes services that normally are provided by the Group auditor, such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the US Securities and Exchange Commission.
- (2) Audit related services include assurance and related services provided by auditors but which are not necessarily provided by the Group auditor. These services include audit of pension funds and employee benefit plans, internal control reviews and consultation concerning financial accounting and reporting standards.
- (3) Tax services include all services performed by the Group auditor's tax division except those services related to the audit. It includes tax compliance, tax planning, and tax advice.
- (4)